

BROADFORDING HILLS, INCORPORATED

STOCK ISSUANCE STATEMENT

BROADFORDING HILLS, INCORPORATED, a Maryland corporation, having its principal office in Washington County, Maryland, (hereinafter called the Corporation), hereby certifies to the Department of Assessments and Taxation of the State of Maryland that:

FIRST: The corporation has authorized the issuance of Fourteen Thousand Five Hundred (14,500) full paid and non-assessable shares of the par value of One Dollar (\$1.00) per share of the Common Stock of the corporation for the following consideration, the actual value of which as determined by the Board of Directors, is not less than Twenty-Four Thousand Dollars (\$24,000.00). The consideration for this issuance of stock was the transfer to the corporation by Guinn Paul Edwards and wife of the farm property known as the Resh farm located in Washington County, Maryland, and described in a deed from Guinn Paul Edwards and wife to the corporation, said deed being recorded among the Land Records of Washington County, Maryland, on April 25, 1966. At the time of transfer, said property was encumbered by a mortgage in the amount of Nine Thousand Five Hundred Dollars (\$9,500.00), which mortgage the corporation paid in full.

SECOND: (a) At the time of authorization of the issuance of such shares of stock there were no shares of stock of any class of the corporation outstanding and entitled to vote; and

(b) The issuance of said shares of stock on the terms above set forth was duly authorized by the Board of Directors of the corporation at a meeting held on March 13, 1966.

IN WITNESS WHEREOF, BROADFORDING HILLS, INCORPORATED,

has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, on the 5th day of May, 1966.



BROADFORDING HILLS, INCORPORATED

G. Paul Edwards
G. Paul Edwards, President

Jane Von Edwards
Jane Von Edwards
Secretary

STATE OF MARYLAND, COUNTY OF Southern, to-wit:

I HEREBY CERTIFY, that on this 6th day of May, 1966, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared G. Paul Edwards, President of Broadfording Hills, Incorporated, a Maryland corporation, and the name and on behalf of said corporation acknowledged the aforesaid Stock Issuance Statement to be the corporate act of said corporation.

WITNESS my hand and Official Notarial Seal, the day and year last above written.

Anne H. Scott
Notary Public

Comm. Exp.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 3rd day of May, 1966, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Bernhard G. Charles and made oath in due form of law that he was secretary of the meeting of the Board of Directors of Broadfording Hills, Incorporated at which the issuance of the stock therein mentioned was finally approved, and that the matters and facts set forth in said statement are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal, the day and year last above written.

Elva B. Shor
Notary Public

Comm. Exp. July 1, 1967



STOCK ISSUANCE STATEMENT

OF
BROADFORDING HILLS, INCORPORATED

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO.

MAY 14 2 21 PM '66

LAND & C. WORTS - C. SALE
MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 27, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 6943

Recorded in Liber 7544, folio 455³, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$ 10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles J. Bartkus



✓
3/19/66
5/16/66

Received for Record Oct. 14, 1966 at 2:21 P. M. Liber 16

BROADFORDING HILLS, INCORPORATED

STOCK ISSUANCE STATEMENT

BROADFORDING HILLS, INCORPORATED, a Maryland corporation, having its principal office in Washington County, Maryland, (hereinafter called the Corporation), hereby certifies to the Department of Assessments and Taxation of the State of Maryland that:

FIRST: The corporation has authorized the issuance of Two Thousand Four Hundred Sixty (2,460) full paid and non-assessable shares of the par value of One Dollar (\$1.00) per share of the Common Stock of the corporation for the following consideration, the actual value of which as determined by the Board of Directors, is not less than Two Thousand Four Hundred Sixty Dollars (\$2,460.00). The consideration for this issuance of stock was the transfer to the corporation by Bernhard G. Charles of the note of William Winberg, III and Jean N. Winberg dated December 3, 1964, in the amount of Three Thousand Dollars (\$3,000.00). At time of transfer balance due on note was \$2,460.00.

SECOND: (a) At the time of authorization of the issuance of such shares of stock there were no shares of stock of any class of the corporation outstanding and entitled to vote; and

(b) The issuance of said shares of stock on the terms above set forth was duly authorized by the Board of Directors of the corporation at a meeting held on March 13, 1966.

IN WITNESS WHEREOF, BROADFORDING HILLS, INCORPORATED has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, on the 5th day of

May, 1966.

BROADFORDING HILLS, INCORPORATED

By G. Paul Edwards
G. Paul Edwards, President



ATTEST:

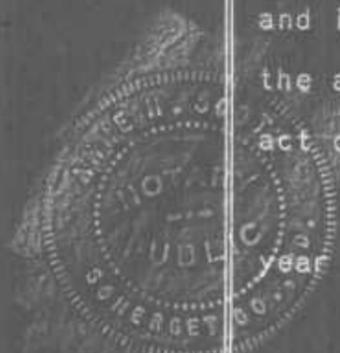
Jane Lue Von Edwards
Jane Lue Von Edwards
Secretary

STATE OF MARYLAND, COUNTY OF Somerset, to-wit:

I HEREBY CERTIFY, that on this 6th day of May, 1966, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared G. Paul Edwards, President of Broadfording Hills, Incorporated, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Stock Issuance Statement to be the corporate act of said corporation;

WITNESS my hand and Official Notarial Seal, the day and year last above written.

Anne H. Scott
Notary Public



Comm. Exp.

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 3rd day of May, 1966, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Bernhard G. Charles and made oath in due form of law that he was secretary of the meeting of the Board of Directors of Broadfording Hills, Incorporated at which the issuance of the stock therein mentioned was finally approved, and that the matters and facts set forth in said statement are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial seal the day and year last above written.

Edna B. Phay
Notary Public



Comm. Exp. July 1, 1967

STOCK ISSUANCE STATEMENT

OF

ROADFORDING HILLS, INCORPORATED

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. _____
OCT 14 2 21 PM '66
LIBER FOLIO
LAND C MORTG C/SALE
G. MERLIN SNIDER
CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 27, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 6942

Recorded in Liber 7544, folio 452³, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$ 10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. Bortner



WILD GOOSE TAVERN OF HAGERSTOWN, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, William P. Kreykenbohm, whose post-office address is 138 West Washington Street, Hagerstown, Maryland; J. Richard Holzapfel, whose post-office address is 927 Rolling Road, Hagerstown, Maryland; Herbert I. Shifler, whose post-office address is 428 Virginia Avenue, Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is WILD GOOSE TAVERN OF HAGERSTOWN, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

To own, conduct, operate, maintain and carry on a general tavern and restaurant business in the City of Hagerstown, State of Maryland, and at such place or places as may be determined upon by the Board of Directors of this Corporation; also to buy, lease, acquire, own hold, sell, let or otherwise dispose of the property of all kinds, both real and personal, that may be necessary, incident or convenient to the carrying on of said business.

In general, to carry on any other operations in connection with the foregoing and to have and to exercise all the power conferred by the laws of Maryland upon corporations and to do any or all the things hereinbefore set forth to the same extent as natural persons might or could do.

FOURTH: The post-office address of the principal office of the Corporation in this State is 908 Pope Avenue, Hagerstown, Maryland. The name and post-office address of the resident agent of the Corporation in this State are: J. Richard Holzapfel, 927 Rolling Road, Hagerstown, Maryland. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten (\$10) Dollars a share, all of one class, and having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are: William P. Kreykenbohm, J. Richard Holzapfel, Herbert I. Shifler.

SEVENTH: The following provisions hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

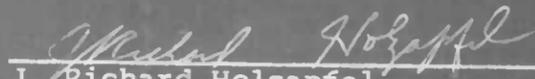
- (1) The Board of Directors of the Corporation is hereby

empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on 3rd day of JUNE, A.D., 1966.


William P. Kreykenbohm


J. Richard Holzappel


Herbert I. Shifler

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 3rd day of JUNE, A.D., 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared William P. Kreykenbohm, J. Richard Holzappel and Herbert I. Shifler, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.




Notary Public

ARTICLES OF INCORPORATION

OF

WILD GOOSE TAVERN OF HAGERSTOWN, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 6, 1966 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 6939

Recorded in Liber 7544, folio 442³, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Barton



STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD RECEIPT NO. OCT 14 2 21 PM '66

Received for Record Oct. 14, 1966 at 2:22 P. M. Liber 16

ARTICLES OF INCORPORATION
OF
CEDAR LAWN MEMORIAL PARK, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Kenneth J. Mackley, whose post office address is 100 West Washington Street, Hagerstown, Maryland, Thomas S. Hill, whose post office address is Professional Arts Building, Hagerstown, Maryland, and Howard W. Gilbet, Jr., whose post office address is 100 West Washington Street, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is: Cedar Lawn Memorial Park, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To purchase, lease or otherwise acquire real estate for burial purposes and to own, deal in, sell, convey, develop, lease and license and otherwise dispose of real estate, and to improve, develop, operate and maintain cemeteries and to inter or permit to be interred therein and in any and all ways to deal in, with and respecting mausoleums, columbariums, vaults, cemeteries, crematoriums, chapels or any other buildings necessary for the burial and care of the remains of the dead, and other things necessary and incidental to laying out, care, cultivating, improvement and maintenance of such cemeteries and places of burial.

(b) To buy, manufacture, or otherwise acquire, to own and operate, and to sell or otherwise dispose of, and in any and all ways to deal in, with and respecting burial vaults of any kind and nature, monuments and memorials of any and all kinds,

and material, grave markers, niche memorials, foundations for markers and monuments and all kinds of ornamental vases, flowers, plants, trees, shrubs, and nursery and green house products of any and all kinds, including contracts for planting, improving, landscaping and otherwise decorating grounds or other property.

(c) To provide for perpetual and special care of burial property, including structures erected thereon; to establish, collect, maintain and hold donations for investments and to deposit with any person or corporation qualified to act as trustee therefor, funds for the preservation, care and embellishment of burial property including buildings and mausoleums erected thereon, and any and all branches and departments thereof. Said perpetual or special care funds shall be strictly "trust funds" and not in any manner subject to the debts or liabilities of this Corporation.

(d) To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer, invest, trade, or otherwise deal in real or personal property, stocks, bonds, securities, choses in action or any interest therein.

(e) To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, warehouse receipts, bonds, debentures and other negotiable and non-negotiable instruments.

(f) To conduct investigations, credit and business researches, enter into profit sharing arrangements, promote, organize or cause to be organized, any corporation, firm, or partnership in aid of business; to finance and aid by loan, subsidy, consignment, or otherwise, any corporation, association, syndicate or entity, and to conduct or co-operate in conducting any business or enterprise and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, good-will, franchises or assets by the issue, in accordance with laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(g) To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is Professional Arts Building, Hagerstown, Maryland. The resident agent of the Corporation is Mr. Kenneth J. Mackley, whose post office address is 100 West Washington Street, Hagerstown, Maryland. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have five (5) directors, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and Thomas S. Hill, E. W. Butler, Kenneth J. Mackley, Roger Charlton and Howard W. Gilbert, Jr. shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: At every meeting of the shareholders, every shareholder shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation. At each election for directors, every shareholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and shareholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is

also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereinafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of term shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote at a meeting or in writing or without a meeting.

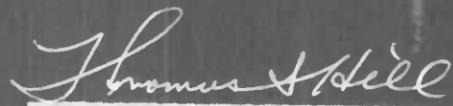
(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of

the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

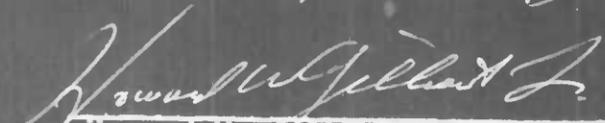
(f) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(g) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 1ST day of June, 1966.


 _____ (SEAL)
 Thomas S. Hill


 _____ (SEAL)
 Kenneth J. Mackley


 _____ (SEAL)
 Howard W. Gilbert, Jr.

WITNESS:

Patricia L. Minnich as to Thomas S. Hill
Patricia L. Minnich as to Kenneth J. Mackley
Patricia L. Minnich as to Howard W. Gilbert, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 1st day of June, 1966,
before me, the subscriber, a Notary Public in and for the State
and County aforesaid, personally appeared Thomas S. Hill, Kenneth
J. Mackley, and Howard W. Gilbert, Jr., and severally acknowledged
the foregoing Articles of Incorporation to be their respective
act.

WITNESS my hand and Official Notarial Seal, the day and
year abovementioned.

Patricia L. Minnich
Notary Public



ARTICLES OF INCORPORATION
OF
CEDAR LAWN MEMORIAL PARK, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 3, 1966 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. _____
JUN 4 2 22 PM '66
FOLIO _____
AND C. MORTIS - C/SALES
L. MERLIN SNYDER
CLERK

A: 6904

Recorded in Liber 7544, folio 151, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 14.00

To the clerk of the Circuit Court of Washington County.

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Paula Barton



ELECTRONIC RESEARCH CORPORATION

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Edwin H. Miller, whose post office address is Maryland National Bank Bldg., 82 West Washington Street, Hagerstown, Maryland; and Aline S. Miller, whose post office address is Maryland National Bank Bldg., 82 West Washington Street, Hagerstown, Maryland; and Robert E. Kuczynski, whose post office address is Maryland National Bank Bldg., 82 West Washington Street, Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is: ELECTRONIC RESEARCH CORPORATION."

THIRD: The purposes for which the Corporation is formed, are as follows:

(a) To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, and merchandise and real and personal property of every class and description.

(b) To engage in the manufacture, sell, purchase, importing, and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sell and handling of goods, wares, and merchandise of any and all types and descriptions for the account of the Corporation or as factor, agent, procurer, or otherwise for or on behalf of another.

(c) To purchase, lease, hire or otherwise acquire, hold, own, develop, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein.

(d) To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights, and privileges, subject to royalty or otherwise, and whether exclusive, nonexclusive, or limited, or any part interest in such letters patent, concessions, licenses, inventions, rights, and privileges, whether in the United States or in any other part of the world.

(e) To sell, let, or grant any patent rights, concessions, licenses, inventions, rights, or privileges belonging to the Corporation, or which it may acquire, or any interest in the same.

(f) To register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use, or otherwise deal with or turn to account any patent rights, concessions, monopolies, or other rights or privileges, either in the United States or in any other part of the world.

(g) To acquire all or any part of the good-will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

(h) To carry on any other business in connection therewith which may seem to the corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them, or to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights, not contrary to the Laws of the State of Maryland. The said corporation shall enjoy and exercise all the powers and rights conveyed by statute upon the Corporation, and the enumeration of the specific powers in this Certificate of Incorporation are in furtherance of and not in limitation of the General powers conferred by law.

FOURTH: The post office address of the principal office of the Corporation in this State is: #82 West Washington Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is: Edwin H. Miller, 82 West Washington Street, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is five hundred (500) shares of the par value of One Hundred (\$100.00) Dollars a share, all of one class, and having an aggregate par value of Fifty Thousand (\$50,000.00) Dollars.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased, or decreased, pursuant to the by-laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify, are: Edwin H. Miller, Aline S. Miller and Robert E. Kuczynski.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation, and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized.

(b) The Board of Directors shall have the power to mortgage the property of the Corporation from time to time without the approval of the stockholders, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(c) No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall

in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other Corporation; and any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or the majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which authorizes any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(d) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of the working capital of the Corporation; to determine whether any, and if any, what part of the surplus of the Corporation or net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter; and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of stock of the Corporation, or any of its bonds, or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of the holders of a majority

of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in these Articles of Incorporation.

(f) The above granted powers to the Corporation and to the Board of Directors thereof are in furtherance of and not in limitation to the General Powers conferred by law upon the directors of a corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on May 18th, 1966.

WITNESS:

Edwin H. Miller
Edwin H. Miller

Aline S. Miller
Aline S. Miller

Robert E. Kuczynski
Robert E. Kuczynski

Olive R. Shupp
Olive R. Shupp

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, That on this 18th day of May, 1966, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edwin H. Miller, Aline S. Miller, and Robert E. Kuczynski, and severally acknowledged the foregoing Articles of Incorporation to be their Act.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year last above written.

My commission expires:

JULY 1, 1967

Olive R. Shupp
Olive R. Shupp
Notary Public



ARTICLES OF INCORPORATION
OF
ELECTRONIC RESEARCH CORPORATION

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. _____
OCT 14 2 22 PM '66
LISEB FOLIO
LAND C. MORTG. C/SALE
G. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 27, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 6819

Recorded in Liber 7543, folio 225, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles B. Barton



Received for Record Oct. 14, 1966 at 2:22 P. M. Liber 16

AMERICAN HEATING AND EQUIPMENT COMPANY
~~AMERICAN HEATING AND EQUIPMENT CORPORATION~~

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Warren L. McKee whose Post Office address is 371 Pangborn Blvd., Hagerstown, Maryland; Robert O. Chaney whose Post Office address is 232 Summer Street, Hagerstown, Maryland; and William E. McKee whose Post Office address is 49 Summit Avenue, Hagerstown, Maryland; all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: The name of the Corporation (which is hereinafter called the AMERICAN HEATING AND EQUIPMENT COMPANY. "Corporation") is ~~AMERICAN HEATING AND EQUIPMENT CORPORATION~~.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To engage in the buying and selling, manufacturing and installation of plumbing and heating supplies of every kind, nature and description, both domestic and industrial, and in the buying, selling and installing of all building supplies and equipment of any kind, nature or description, and do a general plumbing business.

(b) To manufacture, purchase, or otherwise acquire, hold mortgages, pledge, sell, transfer or in any manor encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of

-2-

a decedent), carrying on or having carried on in whole or in part of the aforesaid businesses, or any other businesses that the corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchise, or assets by the issue, in accordance with the laws of Maryland of stock, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trade-marks, tradenames, rights, processes, formulas, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

(g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the right, powers, and privileges of ownership, including the right to vote on any share of stock so held or owned; and upon a distribution of the assets or a division of the profits of this corporation, to distribute any such shares of stock, voting trust certificates, bonds, or other obligations, or the proceeds, thereof, among the stockholders of this corporation.

(h) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the cor-

poration and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount, or otherwise dispose of such bonds, notes, or other obligations of the corporation for its corporate purposes.

(j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(k) To carry out all or any part of the aforesaid purposes, and to conduct the business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America, and in foreign countries; and to maintain office and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The Post Office address of the principal office of the Corporation in this State is 49 Summit Avenue, Hagerstown, Maryland. The resident agent of the Corporation is William E. McKee, whose Post Office address is 49 Summit Avenue, Hagerstown, Maryland. Said resident agent is a citizen of

the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Ten Thousand shares (10,000) of the par value of Ten Dollars (\$10.00) each, all of which shares are of one (1) class and are designated Common Stock. The aggregate value of all shares having par value is One Hundred Thousand Dollars (\$ 100,000.00).

SIXTH: The Corporation shall have Three (3) directors, and Warren L. McKee, Robert O. Chaney, and Curtis A. Goller shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

-5-

(c) The Corporation reserves the right to make from time to time any amendment of its charter which may now or hereafter be authorized by law, including any amendment changing the terms of any class of its stock by classification or re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of 4/5 of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(d) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time, existing to the exclusion of holders of any or all other classes at the time existing.

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(f) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise with or without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 19TH DAY OF MAY, A.D. 1966.

Warren L. McKee (SEAL)
Warren L. McKee

WITNESS:

Anna Hoyer Robert O. Chaney (SEAL)
Robert O. Chaney

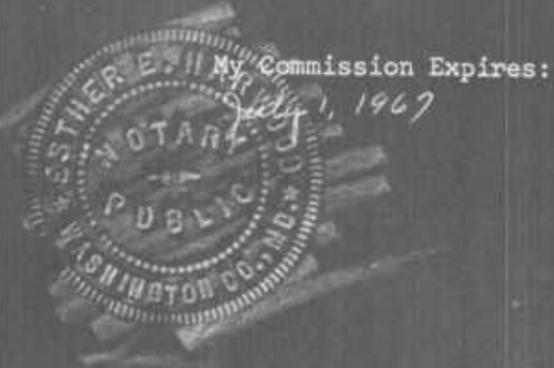
William E. McKee (SEAL)
William E. McKee

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 24th day of May, A.D., 1966, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared Warren L. McKee, Robert O. Chaney, and William E. McKee, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

Witness my hand and Official Notarial Seal.

Esther E. Howard
Notary Public



ARTICLES OF INCORPORATION
OF
AMERICAN HEATING AND EQUIPMENT COMPANY

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO.

OCT 14 2 22 PM '66

LIBER FOLIO
LAND & C. MORTG. & SALES
J. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 25, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 6758

Recorded in Liber 7542, folio 506⁷, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.20.00.....Recording fee paid \$.12.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. Barton



ARTICLES OF INCORPORATION OF
THE GLAD TIDINGS EVANGELISTIC ASSOCIATION, INC.

The undersigned Trustees, all being over twenty one years of age and members of the same Church or congregation, and all being citizens of the United States of America, and desiring to Incorporate their Church under the Religious Corporation Laws of the State of Maryland, do hereby certify:

FIRST: The name of the Corporation shall be "The Glad Tidings Evangelistic Association, Incorporated."

SECOND: The Post Office address of the Principal Office or location of the Corporation in Maryland is 40 North Mulberry Street, Hagerstown, Washington County, Maryland, and the resident agent for said Corporation shall be Garnett Barb, 125 E. Franklin Street, Hagerstown, Maryland.

THIRD: The Corporation is organized exclusively for religious and charitable purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or any corresponding provision of any future United States Interval Revenue Law).

FOURTH: The names and addresses of the persons who have been duly elected as initial Trustees of this Corporation or Body Corporate are as follows:

1. Garnett Barb, 125 E. Franklin Street, Hagerstown, Maryland
2. Amy Fowler, 51 East Avenue, Hagerstown, Maryland
3. Charles Ely, 831 Maryland Avenue, Hagerstown, Maryland
4. Leona Gardner, 245 N. Locust Street, Hagerstown, Maryland
5. Anna Grace Sites, Route 2, Mercersburg, Pennsylvania
6. Harold R. Sites, Route 2, Mercersburg, Pennsylvania

The duties of said Trustees and their successors shall be to manage the estate, property and interest of said religious corporation. They shall have perpetual succession by the name of incorporation and may purchase, or otherwise acquire, take and hold to themselves and their successors any real, personal or mixed property to be used and disposed of as herein stated.

Trustees No. 1 and 2 shall hold office for an initial term of one year, Trustees No. 3 and 4 shall hold office for an initial term of 2 years, and Trustees No. 5 and 6 shall serve for term of 3 years initially, all counting from the Annual meeting held January 2, 1966.

At each future annual meeting, to be held on the first Sunday of January in each year, two Trustees shall be elected for full terms of three years each, to fill the vacancies created by the retiring Trustees, so that there will always be at least six trustees.

Trustees shall be nominated from the congregation at the annual meeting. They shall be at least 21 years of age and be members in good standing, having attended at least sixty per-cent of regular Church Services during the preceding year, accepted the Articles of Incorporation, By-laws and Tenents of the Church and complied with the tithing regulations of ten percent of net income during the preceding year.

Sixty percent of the members of the Corporation shall constitute a quorum for the annual meeting and a majority vote of the quorum shall elect said Trustees.

Contested elections for Trustees shall be arbitrated as set forth in Article 23 Section 260 of the Annotated Code of Maryland, 1957 Edition.

Vacancies between dates for annual meetings shall be filled by special elections called on two weeks notice in writing, mailed to the home address of all members of the body corporate of the age of twenty one years. Such elections shall follow the same procedure as above prescribed for the annual meeting, except that the Trustee elected shall be elected to fill the unexpired term of the Trustee vacancy only.

Only members of the Corporate body in good standing, as above defined and at least twenty one years of age shall be qualified to vote for and/or nominate Trustees.

FIFTH: No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any of its members, trustees, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and for supplies and property purchased for use of the corporation and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law).

SIXTH: Upon the dissolution of the Corporation the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets and property of the Corporation by giving the same to the Conference of Redeemed Pentecostal Church, Inc., if the same shall qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code), and in the event said Conference does not so qualify, then the Trustees shall dispose of the assets by giving the same to such organization or organizations organized and operated exclusively for charitable or religious purposes as shall at the time qualify as an exempt organization under said Section of the Internal Revenue Code of 1954 or its corresponding provision in any future United States Internal Revenue Law, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Washington County or of the County in which the principal location of the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated for such purposes.

SEVENTH: The Board of Trustees shall have power to acquire or sell real estate and to borrow money for the purposes of the Corporation up to a total aggregate amount of \$5,000.00 only. Any greater amount shall be first approved by a majority of the members of the Body Corporate at an annual meeting or special meeting duly called as in the case of elections for Trustees at which a quorum as set out in Article Fourth, exists.

The Board of Trustees shall be responsible to see that a Record Book is kept showing a roster of all members of the Corporate Body and minutes of all proceedings, which shall be open to inspection by members of the Corporate Body; and the same shall be laid before a public meeting when required by 5 members.

The Board of Trustees or a majority of them shall have full power to frame such rules and regulations for conducting their meetings and performing their functions as may be necessary.

Any Trustee shall be eligible to succeed himself as Trustee if duly nominated and elected and a member in good standing.

At any meeting of Trustees a total of 5 shall constitute a quorum and a majority vote of the quorum shall be sufficient to pass any business before the Board.

Garnett Barb
Garnett Barb

Mrs Amy Fowler. 37
Amy Fowler

Charles J. Ely Sr.
Charles Ely

Leona Gardner
Leona Gardner

Anna Grace Sites
Anna Grace Sites

Harold R. Sites
Harold R. Sites

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 9th day of May, 1966, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Garnett Barb, Amy Fowler, Charles Ely, Leona Gardner, Anna Grace Sites and Harold R. Sites, Trustees, whose names are subscribed to the foregoing instrument and who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.



Franklin L. Myers
Notary Public

ARTICLES OF INCORPORATION

OF

SEAD TIDINGS EVANGELISTIC ASSOCIATION, INCORPORATED

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. _____
JUN 14 2 22 PM '66
FOLIO
LAND - C. MORTG. - C. SALE
C. MERLIN SWYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 30, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 7410

Recorded in Liber 7549, folio 167⁴, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$ 10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles B. Burtz



ARTICLES OF INCORPORATION
OF
"THE BOAT OF HAGERSTOWN, MARYLAND, INC."

THIS IS TO CERTIFY:

FIRST

That we, the subscribers, Lillian G. Marquart, now residing at 10 Marbern Road, Hagerstown, Maryland, Alison C. Lucas, now residing at 1115 Oak Hill Avenue, Hagerstown, Maryland, Jimmy R. Ross, now residing at Rural Route, Fairplay, Maryland, Charles W. Lightner, now residing at Rural Route No. 1, Boonsboro, Maryland, and R. Lyle Dobson, now residing at 135 East Washington Street, Hagerstown, Maryland, all being of full legal age and sui juris and residents of the State of Maryland, do under and by virtue of the Public General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves with the intention of forming a religious corporation.

SECOND

The name of the Corporation (hereinafter called "the Corporation") is "THE BOAT OF HAGERSTOWN, MARYLAND, INC."

THIRD

The post office address of said Corporation shall be 103 South Potomac Street, Hagerstown, Maryland.

FOURTH

The resident agent of said Corporation shall be Lillian G. Marquart, whose post office address is 10 Marbern Road, Hagerstown, Maryland, and said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH

The duration of said Corporation shall be perpetual.

SIXTH

The purposes for which the Corporation is formed and the

HARVEY M. MILLER
ATTORNEY AT LAW
HAGERSTOWN, MD.

objects to be carried on and promoted by it are as follows:

The Corporation shall be operated for the purpose of sharing the reality of the non-institutional Christ with the youth of our community by providing a properly supervised place or places for teenagers to meet together to talk in depth with each other and with adults and to provide an opportunity for them to express themselves through activities which meet their needs, and through the use of the creative arts. The program shall be directed toward the unchurched youth, the nominal church youth, and the church related youth and their needs for self expression and group relationships, and the plan is to provide a place, program, the financial backing, and the adult leadership to establish and maintain this new venture in Christian Education to youth.

SEVENTH

The Corporation shall have the right to acquire by purchase, devise, bequest, gift, lease or in any other manner and to receive, hold, operate, manage, use, lease, mortgage, encumber, sell and dispose of or otherwise deal with any property, real, personal or mixed, situate within or without the State of Maryland, which the Corporation may deem appropriate or desirable to accomplish any of its purposes and objects.

EIGHTH

The Corporation is being formed solely for religious, educational and social purposes and shall have no capital stock, and no part of the assets of the Corporation shall inure to the private benefit of any individual, except in payment for authorized services for the administration and conduct of the affairs of the Corporation, or in carrying out its religious, educational and social purposes.

NINTH

The Corporation shall have all the general powers conferred upon like corporations by the Public General Laws of the

State of Maryland, and all amendments thereof, and the enumeration of the specific powers in these Articles of Incorporation are in furtherance of and not in limitation of the general powers conferred upon it by law.

TENTH

In the event of dissolution of the Corporation by voluntary action or by operation of law, then all assets of the Corporation shall be converted into cash by the last duly elected Trustees of the Corporation, or the survivors of them, or such other person or persons as shall be duly and legally authorized to do so, and after the payment of all debts and legal obligations of said Corporation, the balance remaining, if any, shall be distributed to:-

(1) A State, a Territory, a possession of the United States, or any political subdivision of any of the foregoing, or to the United States or the District of Columbia, to be used exclusively for public purposes; or

(2) A corporation, trust, or community chest, fund or foundation:

a. Created or organized in the United States or in any possession thereof, or under the law of the United States or Territory, the District of Columbia, or any possession of the United States;

b. Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes or for the prevention of cruelty to children or animals;

c. No part of the net earnings of which inures to the benefit of any private shareholder or individual; and

d. No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization, listed above, shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph "b".

ELEVENTH

The estate, property, interests and business of the Corporation shall be held and managed by a Board of five (5) Trustees, and Lillian G. Marquart, Alison C. Lucas, Jimmy R. Ross,

HARVEY M. MILLER
ATTORNEY AT LAW
HAGERSTOWN, MD.

Charles W. Lightner and R. Lyle Dobson shall serve as Trustees until their successors are duly chosen as hereinafter provided. The number of Trustees and their terms of office may be changed from time to time by by-laws of the Corporation duly enacted by the members thereof. At the first annual meeting of the Corporation two of said Trustees shall be elected for a term of one year, two for a term of two years, one for a term of three years, and thereafter Trustees shall be elected to fill vacancies created by the expirations of terms for a period of three years; that all Trustees shall hold office and continue to serve until their successors are duly elected and qualified. In the event of death, resignation, withdrawal or disqualification for any reason of any duly elected Trustee, a Trustee shall be elected to fill the unexpired term by a majority vote of the remaining Trustees.

The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, which officers shall be elected annually by the Board of Trustees from the members thereof at the first meeting of said Board of Trustees after their election, which meeting shall be held within one month after said election. Said officers shall perform the duties usually assigned to their respective offices. Said Board of Trustees shall meet at least once a month for the discharge of their duties, and special meetings thereof may be called at the request of the President or of a majority of the Board of Trustees.

TWELFTH

That said Board of Trustees shall be the custodian of all of the property of the Corporation and shall be responsible for the maintenance of the same. They shall manage said property as in their judgment and discretion they deem advisable to promote the best interests and welfare of said Corporation, subject to the provisions hereof and the laws of the State of Maryland.

THIRTEENTH

That all funds belonging to said Corporation shall be deposited in the corporate name in such bank or banks as the majority of the Trustees may from time to time deem advisable and shall be subject to withdrawal by checks signed by the Treasurer of said Board of Trustees and countersigned by the President or Vice-President of said Board.

IN WITNESS WHEREOF, we have hereunto signed our names and affixed our seals this 1st day of June, A.D.1966.

Lillian G. Marquart (SEAL)
Lillian G. Marquart

Alison C. Lucas (SEAL)
Alison C. Lucas

Jimmy R. Ross (SEAL)
Jimmy R. Ross

Charles W. Lightner (SEAL)
Charles W. Lightner

R. Lyle Dobson (SEAL)
R. Lyle Dobson

TEST:

Louise P. Spessard
Louise P. Spessard

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 1st day of June A.D.1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Lillian G. Marquart, Alison C. Lucas, Jimmy R. Ross, Charles W. Lightner and R. Lyle Dobson, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged that they executed the same for the purposes therein contained.

Witness my hand and Official Notarial Seal.

Louise P. Spessard
Louise P. Spessard
Notary Public



ARTICLES OF INCORPORATION
OF
THE BOAT OF HAGERSTOWN, MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 27, 1966 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. _____
JUN 27 2 23 PM '66
FOLIO
C. MORRIS - C. SAJEC
MERLIN SNYDER
CLERK

A. 7355

Recorded in Liber 7548, folio 463⁶, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...20.00.....Recording fee paid \$...10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Barton



TERM-SERV., INC.

ARTICLES OF INCORPORATION

FIRST: WE, THE UNDERSIGNED, Donald R. Duffy, whose post office address is Route 6, Hagerstown, Maryland, Eleanora Duffy, whose post office address is Route 6, Hagerstown, Maryland, and Steve Mitchell, whose post office address is 400 McDowell Avenue, Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Term-Serv., Inc.

THIRD: The purposes for which the Corporation is formed are as follows
(a) To manufacture, buy, sell, lease and deal in motors, automobiles, motor trucks, motor busses and airplanes and their appliances, fuels and accessories; to operate and maintain garages and service stations and terminal freight points, and to store, repair, rent and lease motors, automobiles, motor trucks, motor busses and airplanes and other vehicles of every description propelled by electricity, gasoline, compressed air or other mode of power; to organize, maintain and operate for hire a transportation service in all parts of the world for the purpose of transporting passengers, baggage, merchandise and freight of every description whatsoever by means of automobiles, motor busses, motor trucks, airplanes and vehicles of every kind, however propelled; to do generally all and every other thing necessary and incident to the business of a trucking or bus company, or necessary and incident to the enjoyment of the powers and privileges herein granted.

(b) To take, purchase, or otherwise acquire and to own, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise deal in and dispose of all kinds of real estate, real property, personal property, chattels, chattels real, choses in-action, notes, bonds, mortgages and securities.

(c) To make, enter into, perform, carry out leases and contracts for the selling of automobile parts and related accessories of every kind, nature and description, and to carry on in all their respective branches the business of buying, selling, leasing, owning, exchanging, conveying, pledging, holding, and hiring of automobile parts and related accessories and such other trades and business as pertains to or are connected therewith.

(d) To acquire by purchase, lease or otherwise, the property rights, business, good will, franchises, and assets of every kind, of any corporation, association, firm or individual carrying on in whole or in part the aforesaid business, or any other business in whole or in part that the corporation may be authorized to carry on, and to undertake, guarantee, assume and to pay the indebtedness and liabilities thereof, and to pay for any property rights, business, good will, franchises and assets so acquired in the stocks, bonds or other securities of the corporation, or otherwise.

(e) To apply for, acquire, hold, use, sell, mortgage, license assign, or otherwise dispose of any and all trade-marks, trade secrets, processes, formula, inventions, patent-rights, licenses and privileges capable of being used in connection with the work of the Corporation, whether secured under letter of patent of the United States or elsewhere, or of any foreign country; and to use, operate, and manufacture under the same, and to sell, assign, grant, licenses in respect of or otherwise dispose of and turn the same to the account and profit of the Corporation.

(f) To have offices, factories, warehouses, garages, parking lots, and terminals, and to acquire, hold, mortgage, lease, and convey real and personal property unlimitedly and without restriction, in any of the states or territories of the United States, or in any foreign place or country, so far as is permitted by the laws thereof, without restriction as to the place or amount.

(g) To contract freely with any person, firm, or corporation, public

or private, and to carry out and fulfill leases and contracts of every sort and kind, in connection with the corporate purposes and corporate business of the Corporation.

(h) To borrow money from any person, firm or corporation, to make, issue notes, bonds, bills, debentures, and other evidence of indebtedness without limit as to amount, and to provide for payment of the same by deposited cash, sinking funds, or otherwise.

(i) To do any and all things set forth in these Articles as objects purposes, powers or otherwise to the same extent and as fully as natural persons might do, and in any part of the world, as principals, agents, contractors, trustees or otherwise, and either alone or in the company with others.

(j) And in general to carry on any other business which may seem to the Corporation to be calculated directly or indirectly to effectuate the aforesaid objects, or either of them, and which may be capable of being profitable in connection with the Corporation's business or to carry on any business that is adaptable directly or indirectly to add to the value of the Corporation's property and the profits of its authorized business; and to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, privileges and rights granted to or conferred upon corporations of this character by said General Laws now or hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such powers, rights and privileges.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 6, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State are Donald R. Duffy, Route 6, Hagerstown, Maryland. Said resident agent is a citizen of this State and actually resides herein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1000) shares of no par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the

Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Donald R. Duffy, Eleanor Duffey and Steve Mitchell.

SEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors are expressly authorized:

(a) To purchase, hold, sell and reissue the shares of the Corporation's own capital stock.

(b) To manage the property, business, and affairs of the Corporation and dictate its general business policy and subject to any provisions of statute, or the vote of its stockholders, determine all matters and questions pertaining to its business and affairs.

(c) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS, we have signed these Articles of Incorporation, on this 22 day of June, in the year 1966.

WITNESS:

Annex to Spedalieri as to all

Donald R. Duffy
DONALD R. DUFFY

Eleanor Duffey
ELEANORA DUFFY

Steve Mitchell
STEVE MITCHELL

STATE OF MARYLAND, CITY OF BALTIMORE: To-wit:

I HEREBY CERTIFY, that on this 22 day of June, 1966, before me, the Subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore, personally appeared, DONALD R. DUFFY, ELEANORA DUFFY, and STEVE MITCHELL, and acknowledged the foregoing Articles of Incorporation, to be their free and voluntary acts.

AS WITNESS my hand and Notarial Seal.

Carol...
Notary Public



ARTICLES OF INCORPORATION

OF

TERM-SERV., INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. _____
OCT 14 2 23 PM '66
LAND - C. MORTG. - C. SALE -
J. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 23, 1966 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A. 7344

Recorded in Liber 7548, folio 409 ⁶ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00.....Recording fee paid \$10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Brantley



Received for Record Oct. 14, 1966 at 2:23 P. M. Liber 16

ARTICLES OF INCORPORATION
OF
HILCO SERVICE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John M. Corran whose postoffice address is 1935 West Washington Street, Hagerstown, Maryland; Hildegard C. Corran whose postoffice address is 1935 West Washington Street, Hagerstown, Maryland and Omer T. Kaylor, Jr. whose postoffice address is 123 West Washington Street, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a Corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

HILCO SERVICE, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To engage in the manufacture, development and sales and service of instruments, electronic components and associated aircraft equipment.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, impements, and other personal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufactures, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the

aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold and reissue shares of its capital stock; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage

upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights.

(k) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 1935 West Washington Street, Hagerstown, Maryland. The resident agent of the Corporation is John M. Corran, whose postoffice address is 1310 Old Colony Lane, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Five Thousand (5,000) Shares without par value, all of which shares are of one class and are designated common stock.

SIXTH: The Corporation shall have not less than three (3) but not more than seven (7) directors and John M. Corran, Hildegard C. Corran and Omer T. Kaylor, Jr. shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, and securities convertible into shares of its stock, for such consideration as said Board of Directors may deem advisable irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law.

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote

of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(f) The Board of Directors shall have power to declare and authorize the payment of stock dividends; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated entities.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 13th day of June, 1966.

Witness:

Jo Ann Rickett

Jo Ann Rickett

Jo Ann Rickett

John M. Corran (SEAL)

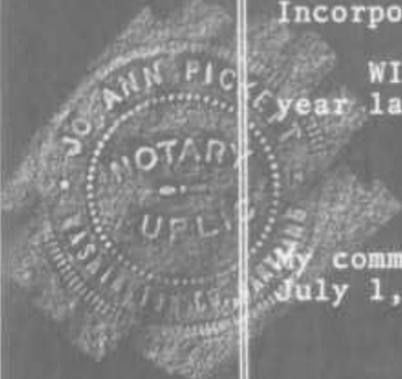
Hildegard C. Corran (SEAL)

Omer T. Kaylor, Jr. (SEAL)

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

THIS IS TO CERTIFY, that on this 13th day of June, 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, aforesaid, personally appeared John M. Corran, Hildegard C. Corran and Omer T. Kaylor, Jr. and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal, the day and year last above written.



My commission expires: July 1, 1967

Jo Ann Rickett

OF

HILCO SERVICE, INC.

STATE OF MD. COUNTY
WASHINGTON FOR RECORD
RECEIVED FOR RECORD
OCT 14 2 23 PM '66
CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland JUNE 16, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 7257

Recorded in Liber 7547, folio 553 ⁶ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Bortz



Received for Record Oct. 14, 1966 at 2: 23 P. M. Liber 16

ARTICLES OF INCORPORATION
OF
BONITA APARTMENTS, INC.

THIS IS TO CERTIFY:

FIRST: That We, the subscribers, Dale E. Martin, whose post office address is Maugansville, Washington County, Maryland; John F. Tritle, whose post office address is Maugansville, Washington County, Maryland; and David K. Poole, Jr., whose post office address is 138 West Washington Street, Hagerstown, Washington County, Maryland; all being at least twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporation, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the Corporation) is:

BONITA APARTMENTS, INC.

THIRD: The purpose or purposes for which the Corporation is formed and the business or objects to be carried on or promoted by it are as follows:

(a) To purchase, construct, maintain, lease, and repair apartment buildings and any and all things necessary, proper, incidental or convenient to effect purposes.

(b) To buy, sell, exchange, and generally deal in real estate, improved and unimproved, and buildings of every class and description; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to improve, manage, operate, sell, buy, mortgage, lease, or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved,

and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; to draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation; to carry on all or any of its operations without restriction or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any state, district, territory, colony, or foreign country subject to the laws of such state, territory, or foreign country.

(c) This corporation is formed on and subject to the articles, conditions and provisions herein expressed and to the provisions and limitations relating to corporations which are contained in the Public General Laws of the State of Maryland and said corporation shall have full power to do any and all of the acts, matters and things hereinbefore set forth and shall also have all the power insofar as the same may be applicable to it and enumerated and more particularly set out in Article 23 of the Code of Public General Laws of Maryland relating to Corporations, and all amendments and supplements thereto, and to do every act or thing not inconsistent with law which may be appropriate to promote and attain the objects and purposes for which or for any of which this Corporation is formed.

The aforesaid enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions, and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

FOURTH: The principal office of said Corporation will be located at Maugans and Weaver Avenues, Maugansville, Washington County, Maryland; the resident agent of the Corporation is Dale E. Martin, whose post office address is Maugansville, Washington County, Maryland, said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars per share, all of which shares are common stock and having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Dale E. Martin, John F. Tritle, and David K. Poole, Jr.

SEVENTH: The following provision is hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors is hereby empowered to

authorize the issuance from time to time of shares of its stock, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized; for such considerations as said board of directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation may enter into contracts or transact business with one or more of its directors or with any firm of which one or more of its directors are members, or with any corporation or association in which one or more of its directors are stockholders, directors or officers, and such contract or transaction shall not be invalidated or in anywise affected by the fact that any such director or directors might have interests therein which are or might be adverse to the interests of this Corporation, even though the vote of the director or directors having such adverse interests shall have been necessary to obligate this Corporation upon such contract or transaction; and no director or directors having such adverse interest shall be liable to this Corporation or to any stockholder or creditor thereof, or to any other person, for any loss incurred by it under or by reason of any such contract or transaction; nor shall any such director or directors be accountable for any gains or profits realized thereon; always provided, however, that such contract or transaction shall, at the time it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that at the time were fair, and provided that the fact that such director or directors are so interested shall have been disclosed to the board of directors or shall have been known to a majority of the board of directors.

ARTICLES OF INCORPORATION
OF
BONITA APARTMENTS, INC.

STATE OF M.D. COUNTY
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. _____
OCT 14 2 23 PM '66
LAND & MORTGAGE SALES
CLERK
MIRIAM SWYDER

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 16, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A. 7256

Recorded in Liber 7547, folio 547⁶, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles M. [Signature]



Received for Record Oct. 14, 1966 at 2: 23 P. M. Liber 16

WESTERN MARYLAND CABLEVISION COMPANY, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

First: We, the undersigned, Lloyd S. Smith, whose Post Office address is Davidsonville, Maryland; Richard Collyer, whose Post Office address is 369B Nottingham Road, Hagerstown, Maryland; and Bill W. Fillingham, whose Post Office address is 401 Cherrytree Drive, Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

Second: The name of the corporation (which is hereinafter called the Corporation) is Western Maryland Cablevision Company, Inc.

Third: The purposes for which the corporation is formed are as follows:

(a) To install, operate, service and maintain a franchised community antenna television system in and around the City of Hagerstown, State of Maryland; to install coaxial cables and amplifiers on power and telephone poles and structures in the area to be serviced; to transmit television signals and FM radio signals from a large master antenna station over said cables to private residences or other points of reception; to sell said service to the receivers thereof who have become subscribers for said service at a fixed rate or fee.

(b) To manufacture, produce, assemble, fabricate, import, lease, or otherwise acquire; to invest in, own, hold, use, license the use of, install, handle, maintain, service or repair; to sell, pledge, mortgage, exchange, export, distribute, lease, assign and otherwise dispose of, and generally to trade and deal in and with, as principal or agent, at wholesale, retail on commission or otherwise, electronic instruments, devices,

systems, equipment and components, and electrical and electro-mechanical apparatus, instruments, devices and equipment of all kinds and descriptions, sound producing and reproducing apparatus and equipment of all kinds and descriptions, microwave devices and equipment, radio, sonar, radar, television and related and similar devices and equipment, cables, motors, dynamos, generating plants, meters, supplies, parts, equipment, apparatus, machinery improvements, appliances, tools, and goods, wares, merchandise, commodities, articles of commerce and property of every kind and description, and any and all products, machinery, equipment and supplies used or useful in connection therewith.

(c) To engage in research into materials, processes, and products and the production and sale thereof and in connection therewith to construct, buy, sell, lease, license, maintain and operate laboratories and laboratory facilities of all kinds; to carry on and make tests, experiments, analyses and research work and to perform testing, analytical, experimental and research services of all kinds whether of a scientific nature or otherwise, and to do any and all acts and transact any and all business which shall or may be or become incidental to or arise out of or be connected with such business, or any part thereof.

(d) To manufacture, produce, assemble, fabricate, import, lease, purchase or otherwise acquire, to invest in, own, hold, use, handle, maintain, service or repair; to sell, install, pledge, mortgage, exchange, export, distribute, lease, assign, and otherwise dispose of, and generally to trade and deal in and with, as principal or agent, at wholesale, retail, on commission or otherwise, goods, wares, merchandise, commodities, articles of commerce and property of every kind and description, and any and all materials, products, processed or semi-processed goods, machinery, equipment and supplies used or useful in connection

therewith, and to engage in, conduct and carry on a general manufacturing, merchandising and trading business in any and all branches thereof.

(e) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situate.

(f) To purchase or otherwise acquire, hold and reissue shares of its capital stock and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock of any other corporation or association organized under the laws of the State of Maryland or of any other State; and upon a distribution of the assets or division of the profits of this Corporation, to distribute any such shares of stock among the stockholders of this Corporation.

(g) To loan or advance money with or without security, without limitation as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature for money borrowed or for any other lawful consideration.

(h) To carry on any of the businesses hereinbefore enumerated for itself or for account of others or through others for its own account and to carry on any other business which may be deemed by it directly or indirectly to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them or to enhance the value of its property, business or rights.

(i) The foregoing enumeration of the purposes, objects and business of the corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner, to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and

subject in all particulars to the limitations relative to corporations which are contained in the general laws of the State.

Fourth: The Post Office address of the principal office of the Corporation in this State is No. 880 Commonwealth Avenue, Hagerstown, Maryland. The name and Post Office address of the resident agent of the Corporation in this State are Bill W. Fillingham, 401 Cherrytree Drive, Hagerstown, Maryland. Said resident agent is a citizen of this State and actually resides herein.

Fifth: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares without par value, all of one class.

Sixth: The number of Directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than three; and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Henry Rau, Lloyd S. Smith, Bill W. Fillingham and Robert J. McGeean.

Seventh: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and stockholders:

(a) The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this

Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transactions of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from its businesses shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits.

(d) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths

of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion shall fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) The Board of Directors of the Corporation is hereby empowered to authorize the issuance of One Thousand (1,000) full paid and non-assessable shares without par value for the following consideration, the value of which consideration is hereby stated to be not less than Ten Thousand (\$10,000.00) Dollars; namely, working capital of said Corporation.

(g) Any stockholder desiring to sell, transfer or assign his or her shares of the Corporation shall first offer them to the stockholders of record at the time before procuring a purchaser of said shares otherwise.

Eighth: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 10th day of June, A. D., 1966.

Witness:

David M. Haupt

Lloyd S. Smith
Lloyd S. Smith

Richard Collyer
Richard Collyer

Bill W. Fillingham
Bill W. Fillingham

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 10th day of June, A. D., 1966, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lloyd S. Smith, Richard Collyer and Bill W. Fillingham and severally acknowledged the foregoing Articles of Incorporation to be their act.

Witness my hand and official Notarial Seal, the day and year last above written.

Gladys A. Brown
Notary Public

My Commission Expires: July 1, 1967.



ARTICLES OF INCORPORATION

OF

WESTERN MARYLAND CABLEVISION COMPANY, INC.

LIBER FOLIO
LAND MORTGAGE SALE
C. MERLIN SNODER
CLERK
OCT 14 2 23 PM '66
STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 15, 1966 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 7148

Recorded in Liber 7546, folio 430, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00.....Recording fee paid \$14.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Bentley



Received for Record Oct. 14, 1966 at 2:24 P. M. Liber 16

ARTICLES OF INCORPORATION
BRIGHTWOOD SALES & SERVICE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Edward James Plummer, whose Post Office address is Route 2, Hagerstown, Washington County, Maryland, W. Louis Plummer, whose Post Office address is 1138 Oak Hill Avenue, Hagerstown, Washington County, Maryland, Jane Adams Plummer, whose Post Office address is Route 2, Hagerstown, Washington County, Maryland, each of whom are at least twenty-one years of age, do hereby, under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations, associate ourselves for the purposes and with the intentions of forming a corporation.

SECOND: That the name of the corporation is:

BRIGHTWOOD SALES & SERVICE, INC.

THIRD: That the purposes for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

A. To exercise all or any of the general powers conferred upon corporations by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto

B. To own, lease, operate and conduct the general business of buying, selling exchanging, servicing and repairing improved and unimproved real estate, all types of tangible and intangible personal property of every nature and description, to engage in the general vending and dispensing of goods, wares, merchandise, food and non-alcoholic beverages and to engage in the general vending business, both at wholesale and retail.

C. To buy, sell and otherwise deal in, both at wholesale and retail, real estate and all other tangible personal property

of every nature and description.

D. To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.

E. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, businesses, contracts, goodwill, franchise, and assets of every kind of any corporation, partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

F. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulas, and the like which may be used for or be incidental to any of the purposes of the corporation and to use, exercise, develop and grant licenses in respect of, sell or otherwise dispose of and deal in the same.

FOURTH: The Post Office address of the principal office of the corporation in this State will be located at 81 Edgewood Drive, Hagerstown, Washington County, Maryland. The resident agent of the corporation is Edward James Plummer whose Post Office address is Route 2, Hagerstown, Washington County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of all classes of stock which the corporation has authority to issue is 5,000 shares having a par value of Ten (\$10.00) Dollars each. The aggregate par value of all such shares is \$50,000.00.

SIXTH: The shares of said stock shall be non-assessable and shall be entitled to one vote per share at all meetings of stockholders of the corporation. Dividends may be declared thereon in such amounts and at such times as the Directors may

determine, subject to the provisions of law. In the event of liquidation or winding up of the corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

SEVENTH: The shares of stock of the corporation shall be transferable only on the books of the corporation upon surrender of the certificates therefor properly endorsed.

EIGHTH: The number of Directors of the corporation shall be Three (3), which number may be increased or decreased pursuant to the By-laws of the corporation, but shall never be less than Three (3) and the names of the Directors who shall act as such until the first annual meeting or until their successors are duly chosen and qualify are Edward James Plummer, W. Louis Plummer and Jane Adams Plummer.

NINTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the corporation and of the Directors and stockholders:

A. The Board of Directors of the Corporation is hereby authorized and empowered to authorize the issuance from time to time of shares of stock, of any class, whether now or hereafter authorized or securities convertible into the shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors deem advisable, subject to such limitations and restrictions, if any, as may be provided by law or set forth in the By-laws of the corporation.

B. The corporation reserves the right to make from time to time any amendments of its Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise. Any such amendment shall be valid if

authorized by the holders of 75 percentum of all issued and outstanding stock.

C. Stockholders shall not have preemptive rights.

TENTH: The Charter of this corporation shall be perpetual.

Edward James Plummer
Edward James Plummer

W. Louis Plummer
W. Louis Plummer

Jane Adams Plummer
Jane Adams Plummer

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this *9th* day of *June*, A.D., 1966, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edward James Plummer, W. Louis Plummer and Jane Adams Plummer, personally known to me to be the persons whose names are subscribed to the foregoing instrument and who did each acknowledge that they executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

Betty M. Smith
Notary Public


My Commission Expires:
Jtly 1, 1967

ARTICLES OF INCORPORATION

OF

BRIGHTWOOD SALES & SERVICE, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
OCT 14 2 24 PM '66
LAND C. NORTH
C. MERLIN SINDORF
DEAR

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 13, 1966 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 7115

Recorded in Liber 7546, folio 219, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00.....Recording fee paid \$10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Bantjes



ARTICLES OF INCORPORATION
OF
BEARINGS & TRANSMISSION OF BALTO., INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Thomas F. Hart, whose post office address is 2111 Pennsylvania Avenue, Hagerstown, Maryland, Samuel C. Strite, whose post office address is 138 W. Washington St., Hagerstown, Maryland, and Rosalyn D. Wolford, whose post office address is 117 Dogwood Drive, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is

BEARINGS & TRANSMISSION OF BALTO., INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To carry on the business of manufacturers and dealers in bearings, oil seals, lubricants, belts, reducers, motors, conveying machines and accessories and power transmission devices and any other articles of commerce used in connection therewith.

(b) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class, and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of the stock of, or voting trust certificates for any shares of stock

of, or any bonds or other securities of evidence of indebtedness issued or created by, any other corporation or association, organized under the Laws of the State of Maryland, or of any other state, territory, district, colony, or dependency of the United States of America, or of any foreign country; and while the owner or holders of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote on any shares of stock so held, or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of the stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(c) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has any interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(d) To loan or advance with or without security, without limit as to amount, and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by

mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real and personal, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, discount or otherwise dispose of such bonds, notes or other securities of the Corporation for its corporate purposes.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purposes, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions, and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this state.

FOURTH: The post office address of the principal office of the Corporation in this state is 2111 Pennsylvania Avenue, Hagerstown, Maryland. The resident agent of the Corporation is Thomas F. Hart, 2111 Pennsylvania Ave., Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Thirty Thousand (30,000) shares of the par value of Ten (\$10.00) Dollars each, all of which shares are of one (1) class and are designated Common Stock. The aggregate value of all shares having par value is Three Hundred Thousand (\$300,000.00) Dollars.

SIXTH: The Corporation shall have three (3) directors and Thomas F. Hart, Samuel C. Strite, and Rosalyn D. Wolford, shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors for the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without a par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors of or officers of, such other corporation; and any directors individually, or any firm in which any director may be a member, may be a part to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so

interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders; subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendments which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of Four Fifths (4/5) of all such stock at the time outstanding, by a vote at a meeting or in writing with or without a meeting.

(e) No holder of stock of the Corporation of whatever class, shall have any preferential right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such prices as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine, to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any classes of stock at the time existing to the exclusion of any or all other classes at the time existing.

(f) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation or to be otherwise taken or authorized by a vote of the stockholders, such action shall be effective and valid if taken and authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify, or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering, in any one or more respects, from time to time before issuance of shares the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of

any other class or classes; and shall have authority to exercise, without a vote, of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business, assets, or franchise in whole or in part of other corporations, or unincorporated business entreties.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 9th day of June, A.D., 1966.

WITNESS:

Thomas F. Hart (SEAL)
Thomas F. Hart

Samuel C. Strite (SEAL)
Samuel C. Strite

Etchel P. Stephey

Rosalyn D. Wolford (SEAL)
Rosalyn D. Wolford

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:-

I HEREBY CERTIFY, That on this 9th day of June, A.D., 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Thomas F. Hart, Samuel C. Strite, and Rosalyn D. Wolford, and severally acknowledged the foregoing Articles of Incorporation to be their act.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official Notarial Seal the day and date last above written.

Etchel P. Stephey
Notary Public
My Comm. Exp: July 1, 1967



Consent to use name from
Bearings & Transmission of Pa., Inc.
" " " " Cumberland, Inc.
" " " " Inc.
filed 6-10-66

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
RECORDED & INDEXED
JUN 10 2 24 PM '66
ALBERT S. SYDER
CLERK

ARTICLES OF INCORPORATION

OF

HEARINGS & TRANSMISSION OF BALTO., INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 10, 1966 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A. 7038

Recorded in Liber 7545, folio 361⁸, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...60.00.....Recording fee paid \$14.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles M. Bartgis



ARTICLES OF INCORPORATION
OF
FOX & ASSOCIATES, INC.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS, BERNHARD G. CHARLES WHOSE POSTOFFICE ADDRESS IS BIG SPRING, MARYLAND, LUCILLE E. MOWEN WHOSE POSTOFFICE ADDRESS IS ROUTE 5, HAGERSTOWN, MARYLAND, AND JACOB B. BERKSON WHOSE POSTOFFICE ADDRESS IS 74 WEST WASHINGTON STREET, HAGERSTOWN, MARYLAND, ALL BEING AT LEAST TWENTY-ONE YEARS OF AGE, DO UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND AUTHORIZING THE FORMATION OF CORPORATIONS, ASSOCIATE OURSELVES WITH THE INTENTION OF FORMING A CORPORATION BY THE EXECUTION AND FILING OF THESE ARTICLES.

SECOND: THAT THE NAME OF THE CORPORATION (WHICH IS HEREINAFTER CALLED THE "CORPORATION") IS:

FOX & ASSOCIATES, INC.

THIRD: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

(A) TO CONDUCT AND CARRY ON THE BUSINESS OF SURVEYORS ~~AND CIVIL ENGINEERS~~ AND TO DESIGN AND CONSTRUCT HIGHWAYS, STREETS, DEVELOPMENTS, STRUCTURES, AND ALL OTHER PROJECTS RELATIVE THERETO.

(B) TO ACQUIRE BY PURCHASE OR OTHERWISE, OWN, HOLD, BUY, SELL, CONVEY, LEASE, MORTGAGE OR INCUMBER REAL ESTATE OR OTHER PROPERTY, PERSONAL OR MIXED.

(B) TO SURVEY, SUBDIVIDE, PLAT, IMPROVE AND DEVELOP LANDS FOR PURPOSES OF SALE OR OTHERWISE, AND TO DO AND PERFORM ALL THINGS NEEDFUL AND LAWFUL FOR THE DEVELOPMENT AND IMPROVEMENT OF THE SAME FOR RESIDENCE, TRADE, OR BUSINESS.

(C) TO CARRY ON AND TRANSACT, FOR ITSELF OR FOR ACCOUNT OF OTHERS, THE BUSINESS OF GENERAL MERCHANTS, GENERAL BROKERS, GENERAL AGENTS, MANUFACTURERS, BUYERS AND SELLERS OF, DEALERS IN, IMPORTERS AND EXPORTERS OF NATURAL PRODUCTS, RAW MATERIALS, MANUFACTURED PRODUCTS AND MARKETABLE GOODS, WARES AND MERCHANDISE OF EVERY DESCRIPTION.

(D) TO PURCHASE, LEASE OR OTHERWISE ACQUIRE, ALL OR ANY PART OF THE PROPERTY, RIGHTS, BUSINESSES, CONTRACTS, GOOD-WILL, FRANCHISES AND ASSETS OF EVERY KIND, OF ANY CORPORATION, CO-PARTNERSHIP OR INDIVIDUAL (INCLUDING THE

ESTATE OF A DECEDENT), CARRYING ON OR HAVING CARRIED ON IN WHOLE OR IN PART ANY OF THE AFORESAID BUSINESSES OR ANY OTHER BUSINESSES THAT THE CORPORATION MAY BE AUTHORIZED TO CARRY ON, AND TO UNDERTAKE, GUARANTEE, ASSUME AND PAY THE INDEBTEDNESS AND LIABILITIES THEREOF, AND TO PAY FOR ANY SUCH PROPERTY, RIGHTS, BUSINESS, CONTRACTS, GOOD-WILL, FRANCHISES OR ASSETS BY THE ISSUE, IN ACCORDANCE WITH THE LAWS OF MARYLAND, OF STOCK, BONDS, OR OTHER SECURITIES OF THE CORPORATION OR OTHERWISE.

(E) To APPLY FOR, OBTAIN, PURCHASE, OR OTHERWISE ACQUIRE, ANY PATENTS, COPYRIGHTS, LICENSES, TRADEMARKS, TRADENAMES, RIGHTS, PROCESSES, FORMULAE, AND THE LIKE, WHICH MIGHT BE USED FOR ANY OF THE PURPOSES OF THE CORPORATION, AND TO USE, EXERCISE, DEVELOP, GRANT LICENSES IN RESPECT OF, SELL AND OTHERWISE TURN TO ACCOUNT, THE SAME.

(F) To PURCHASE OR OTHERWISE ACQUIRE, HOLD AND RE-ISSUE SHARES OF ITS CAPITAL STOCK OF ANY CLASS; AND TO PURCHASE, HOLD, SELL, ASSIGN, TRANSFER, EXCHANGE, LEASE, MORTGAGE, PLEDGE OR OTHERWISE DISPOSE OF, ANY SHARES OF STOCK OF, OR VOTING TRUST CERTIFICATES FOR ANY SHARES OF STOCK OF, OR ANY BONDS OR OTHER SECURITIES OR EVIDENCES OF INDEBTEDNESS ISSUED OR CREATED BY, ANY OTHER CORPORATION OR ASSOCIATION, ORGANIZED UNDER THE LAWS OF THE STATE OF MARYLAND OR OF ANY OTHER STATE, TERRITORY, DISTRICT, COLONY, OR DEPENDENCY OF THE UNITED STATES OF AMERICA, OR OF ANY FOREIGN COUNTRY; AND WHILE THE OWNER OR HOLDER OF ANY SUCH SHARES OF STOCK, VOTING TRUST CERTIFICATES, BONDS OR OTHER OBLIGATIONS, TO POSSESS AND EXERCISE IN RESPECT THEREOF ANY AND ALL THE RIGHTS, POWERS, AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE ON ANY SHARES OF STOCK SO HELD OR OWNED; AND UPON A DISTRIBUTION OF THE ASSETS OR A DIVISION OF THE PROFITS OF THIS CORPORATION, TO DISTRIBUTE ANY SUCH SHARES OF STOCK, VOTING TRUST CERTIFICATES, BONDS OR OTHER OBLIGATIONS, OR THE PROCEEDS THEREOF, AMONG THE STOCKHOLDERS OF THIS CORPORATION.

(G) To GUARANTEE THE PAYMENT OF DIVIDENDS UPON ANY SHARES OF STOCK OF, OR THE PERFORMANCE OF ANY CONTRACT BY, ANY OTHER CORPORATION OR ASSOCIATION IN WHICH THE CORPORATION HAS AN INTEREST, AND TO ENDORSE OR OTHERWISE GUARANTEE THE PAYMENT OF THE PRINCIPAL AND INTEREST, OR EITHER, OF ANY BONDS, DEBENTURES, NOTES, SECURITIES, OR OTHER EVIDENCES OF INDEBTEDNESS CREATED OR ISSUED BY ANY SUCH OTHER CORPORATION OR ASSOCIATION.

(H) To LOAN OR ADVANCE MONEY WITH OR WITHOUT SECURITY, WITHOUT LIMIT AS TO AMOUNT; AND TO BORROW OR RAISE MONEY FOR ANY OF THE PURPOSES OF THE CORPORATION AND TO ISSUE BONDS, DEBENTURES, NOTES OR OTHER OBLIGATIONS OF ANY NATURE, AND IN ANY MANNER PERMITTED BY LAW, FOR MONEY SO BORROWED OR IN PAYMENT FOR PROPERTY PURCHASED, OR FOR ANY OTHER LAWFUL CONSIDERATION, AND TO SECURE THE PAYMENT THEREOF AND OF THE INTEREST THEREON, BY MORTGAGE UPON, OR

PLEDGE OR CONVEYANCE OR ASSIGNMENT IN TRUST OF, THE WHOLE OR ANY PART OF THE PROPERTY OF THE CORPORATION, REAL OR PERSONAL, INCLUDING CONTRACT RIGHTS, WHETHER AT THE TIME OWNED OR THEREAFTER ACQUIRED; AND TO SELL, PLEDGE, DISCOUNT OR OTHERWISE DISPOSE OF SUCH BONDS, NOTES, OR OTHER OBLIGATIONS OF THE CORPORATION FOR ITS CORPORATE PURPOSES.

(I) To CARRY ON ANY OF THE BUSINESSES HEREINBEFORE ENUMERATED FOR ITSELF, OR FOR ACCOUNT OF OTHERS, OR THROUGH OTHERS FOR ITS OWN ACCOUNT, AND TO CARRY ON ANY OTHER BUSINESS WHICH MAY BE DEEMED BY IT TO BE CALCULATED DIRECTLY OR INDIRECTLY, TO EFFECTUATE OR FACILITATE THE TRANSACTION OF THE AFORESAID OBJECTS OR BUSINESSES; OR ANY OF THEM OR ANY PART THEREOF, OR TO ENHANCE THE VALUE OF ITS PROPERTY, BUSINESS OR RIGHTS.

(J) To CARRY OUT ALL OR ANY PART OF THE AFORESAID PURPOSES, AND TO CONDUCT ITS BUSINESS IN ALL OR ANY OF ITS BRANCHES IN ANY OR ALL STATES, TERRITORIES, DISTRICTS, COLONIES AND DEPENDENCIES OF THE UNITED STATES OF AMERICA AND IN FOREIGN COUNTRIES; AND TO MAINTAIN OFFICES AND AGENCIES, IN ANY OR ALL STATES, TERRITORIES, DISTRICTS, COLONIES AND DEPENDENCIES OF THE UNITED STATES OF AMERICA AND IN FOREIGN COUNTRIES.

THE AFOREGOING ENUMERATION OF THE PURPOSES, OBJECTS AND BUSINESS OF THE CORPORATION IS MADE IN FURTHERANCE, AND NOT IN LIMITATION, OF THE POWERS CONFERRED UPON THE CORPORATION BY LAW, AND IS NOT INTENDED, BY THE MENTION OF ANY PARTICULAR PURPOSE, OBJECT OR BUSINESS, IN ANY MANNER TO LIMIT OR RESTRICT THE GENERALITY OF ANY OTHER PURPOSE, OBJECT OR BUSINESS MENTIONED, OR TO LIMIT OR RESTRICT ANY OF THE POWERS OF THE CORPORATION. THE CORPORATION IS FORMED UPON THE ARTICLES, CONDITIONS, AND PROVISIONS HEREIN EXPRESSED, AND SUBJECT IN ALL PARTICULARS TO THE LIMITATIONS RELATIVE TO CORPORATIONS WHICH ARE CONTAINED IN THE GENERAL LAWS OF THIS STATE.

FOURTH: THE POSTOFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE IS BIG SPRING, MARYLAND. THE RESIDENT AGENT OF THE CORPORATION IS BERNHARD G. CHARLES WHOSE POSTOFFICE ADDRESS IS BIG SPRING, MARYLAND. SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND AND ACTUALLY RESIDES THEREIN.

FIFTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS TEN THOUSAND (10,000) SHARES OF THE PAR VALUE OF TEN DOLLARS (\$10.00) PER SHARE, ALL OF WHICH SHARES ARE OF ONE CLASS AND ARE DESIGNATED COMMON STOCK. THE AGGREGATE PAR VALUE OF ALL SHARES HAVING PAR VALUE IS ONE HUNDRED THOUSAND DOLLARS (\$100,000.00).

SIXTH: THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE FOUR, WHICH NUMBER MAY BE INCREASED OR DECREASED

PURSUANT TO THE BY-LAWS OF THE CORPORATION, BUT SHALL NEVER BE LESS THAN THREE; AND THE NAMES OF THE DIRECTORS WHO SHALL ACT UNTIL THE FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFY ARE BERNHARD G. CHARLES, JANET H. CHARLES, WILLIAM E. FOX AND ISABELLE J. FOX.

SEVENTH: THE FOLLOWING PROVISIONS ARE HEREBY ADOPTED FOR THE PURPOSE OF DEFINING, LIMITING AND REGULATING THE POWERS OF THE CORPORATION AND OF THE DIRECTORS /STOCK-
AND
HOLDERS:

(A) THE BOARD OF DIRECTORS OF THE CORPORATION IS HEREBY EMPOWERED TO AUTHORIZE THE ISSUANCE FROM TIME TO TIME OF SHARES OF ITS STOCK, FOR SUCH CONSIDERATIONS AS SAID BOARD OF DIRECTORS MAY DEEM ADVISABLE, IRRESPECTIVE OF THE VALUE OR AMOUNT OF SUCH CONSIDERATIONS, BUT SUBJECT TO SUCH LIMITATIONS AND RESTRICTIONS, IF ANY, AS MAY BE SET FORTH IN THE BY-LAWS OF THE CORPORATION.

(B) THE BOARD OF DIRECTORS SHALL HAVE POWER, FROM TIME TO TIME, TO FIX AND DETERMINE AND TO VARY THE AMOUNT OF WORKING CAPITAL OF THE CORPORATION, TO DETERMINE WHETHER ANY, AND IF ANY, WHAT PART, OF THE SURPLUS OF THE CORPORATION OR OF THE NET PROFITS ARISING FROM ITS BUSINESS SHALL BE DECLARED IN DIVIDENDS AND PAID TO THE STOCKHOLDERS SUBJECT, HOWEVER, TO THE PROVISIONS OF THE CHARTER, AND TO DIRECT AND DETERMINE THE USE AND DISPOSITION OF ANY OF SUCH SURPLUS OR NET PROFITS. THE BOARD OF DIRECTORS MAY IN ITS DISCRETION USE AND APPLY ANY SUCH SURPLUS OR NET PROFITS IN PURCHASING OR ACQUIRING ANY OF THE SHARES OF THE STOCK OF THE CORPORATION, OR ANY OF ITS BONDS OR OTHER EVIDENCES OF INDEBTEDNESS, TO SUCH EXTENT AND IN SUCH MANNER AND UPON SUCH LAWFUL TERMS AS THE BOARD OF DIRECTORS SHALL DEEM EXPEDIENT.

(C) THE CORPORATION RESERVES THE RIGHT TO MAKE FROM TIME TO TIME ANY AMENDMENTS OF ITS CHARTER WHICH MAY NOW OR HEREAFTER BE AUTHORIZED BY LAW, INCLUDING ANY AMENDMENTS CHANGING THE TERMS OF ANY CLASS OF ITS STOCK BY CLASSIFICATIONS, RE-CLASSIFICATION OR OTHERWISE, BUT NO SUCH AMENDMENT SHALL BE VALID UNLESS SUCH CHANGE OF TERMS SHALL HAVE BEEN AUTHORIZED BY THE HOLDERS OF FOUR-FIFTHS OF ALL OF SUCH STOCK AT THE TIME OUTSTANDING, BY VOTE AT A MEETING OR IN WRITING WITH OR WITHOUT A MEETING.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION THIS 26th DAY OF May, A.D., 1966.

Pearl L. Gehr
WITNESS

Pearl L. Gehr
WITNESS

Pearl L. Gehr
WITNESS

Bernhard G. Charles
BERNHARD G. CHARLES

Lucille E. Mowen
LUCILLE E. MOWEN

Jacob B. Berkson
JACOB B. BERKSON

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 26th DAY OF May A.D., 1966, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED BERNHARD G. CHARLES, LUCILLE E. MOWEN AND JACOB B. BERKSON AND ACKNOWLEDGED THE FOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME AND AFFIXED MY NOTARIAL SEAL THE DAY AND YEAR LAST ABOVE WRITTEN.



Pearl L. Gehl
NOTARY PUBLIC
COMM. EXPIRES: 7/1/67

RECEIVED
Washington County Register
Notary Public

ARTICLES OF INCORPORATION

OF

FOX & ASSOCIATES, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. _____
OCT 14 2 24 PM '66
LIBER FOLIO
LAND TO BE SOLD
BY MERLIN SNIDER
CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 6, 1966 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A: 6955

Recorded in Liber 7544, folio 508 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Bantger



ARTICLES OF INCORPORATION
OF
SEREUB CORPORATION

THIS IS TO CERTIFY:

FIRST: That we the subscribers, Reuben Upton Darby, 11 whose postoffice address is Big Pool, Maryland; Seba R. Darby, whose postoffice address is Big Pool, Maryland; and Gilbert W. Hovermale, whose postoffice address is 5 West Irvin Avenue, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles of Incorporation.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is SEREUB CORPORATION.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To acquire by purchase or lease, or otherwise, lands and interests in lands and to own, hold, improve, develop and to manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the Corporation, buildings or other structures, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structures at any time owned or held by the Corporation.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(c) To purchase or otherwise acquired, hold and reissue

shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations or the proceeds thereof, among the stockholders of this Corporation.

(d) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(e) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others

for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(f) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation is 27 West Franklin Street, Hagerstown, Maryland. The resident agent of the Corporation is Reuben Upton Darby, 11 whose postoffice address in Big Pool, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000) shares of

the par value of Ten (\$10.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The Corporation shall have three directors and Reuben Upton Darby, 11, Big Pool, Maryland; Seba R. Darby, Big Pool, Maryland; and Gilbert W. Hovermale, 5 West Irvin Avenue, Hagerstown, Maryland; and those three persons shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to

the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of

the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(f) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 14th day of July, 1966.

Reuben U. Darby (SEAL)
Reuben U. Darby II

WITNESS:

Sharon Gilbert

Seba R. Darby (SEAL)
Seba R. Darby

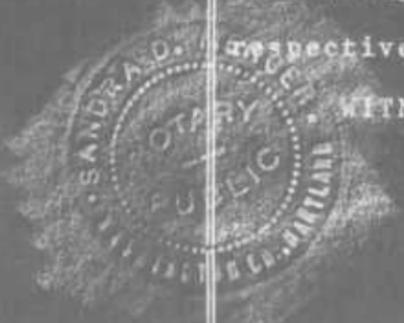
Gilbert W. Hovermale (SEAL)
Gilbert W. Hovermale

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 14th day of July, 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Reuben U. Darby, II, Seba R. Darby, and Gilbert W. Hovermale and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

Sandra D. Meese
Notary Public



ARTICLES OF INCORPORATION

OF
SEREUB CORPORATION

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. _____
OCT 14 2 24 PM '66
LIBER FOLIO
LAND RECORDS/SALES
L. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 15, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A: 7652

Recorded in Liber 7552, folio 9, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 12.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles G. Bartow



Received for Record Oct. 14, 1966 at 2:24 P. M. Liber 16

ARTICLES OF INCORPORATION
OF
COSS WELDING SUPPLY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William C. Coss, whose post office address is 847 Rolling Road, Hagerstown, Maryland; Josephine E. Coss, whose post office address is 847 Rolling Road, Hagerstown, Maryland; and Andrew W. Ridenour, whose post office address is 211 West Franklin Street, Hagerstown, Maryland, all being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: The name of the Corporation (whis is hereinafter called the "Corporation") is:

COSS WELDING SUPPLY, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

1. To establish, maintain, conduct and operate, wither wholesale or retail, a general business dealing with the buying, selling, manufacturing, storing, repairing and exchanging of welding supplies and equipment; industrial, medical and heating gases, either gaseous or liquid forms and with machinery and appliances allied and pertinent to the handling of the same; and in fire extinguishers and hardware generally, in the County of Washington, State of Maryland and at such other place or places that may be determined by the Board of Directions of this Corporation, and to do and transact such other business, subject to the laws of this or any other State or Country.

2. To establish, maintain, conduct and operate one or more stores, either at wholesale or retain, for the sale of, and dealing with, all kinds of goods, wares, merchandise, materials, and machinery, in connection with the general propane gas business, and to engage in and carry on the business of importing, exporting, manufacturing, producing, buying, selling and otherwise

dealing in and with goods, wares, and merchandise of every class and description.

3. To manufacture, purchase, or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

4. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

5. To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

6. To purchase, lease or otherwise acquired, all or any part of the property, rights, business, contracts, goodwill, franchises and assets of every kind, or any corporation, copartnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other business that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

7. To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

8. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or

other securities or evidence of indebtedness, issued or created by, any other corporation or association organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges or ownership; including the right to vote of any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

9. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, and other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities, or other evidence of indebtedness, created or issued by any such other corporation or association.

10. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate business.

11. To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the

aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights.

12. To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries, and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mentioning of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this state is 818 Pope Avenue, Hagerstown, Maryland; the resident agent of the Corporation is Andrew W. Ridenour, whose post office address is 211 West Franklin Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 10,000 shares of the par value of \$10.00 each, all of which shares are of one class, and are designated common stock. The aggregate par value of all shares having par value is \$100,000.00.

SIXTH: The Corporation shall have three (3) directors, and William C. Coss, Josephine E. Coss and Andrew W. Ridenour shall act as such until the first annual meeting, or until their successors are duly chosen and qualify. The number of Directors may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3).

SEVENTH: The following provisions are hereby adopted for the purpose

of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders;

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with par value, of any class, and securities convertible into shares of its stock, with par value, of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

2. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecunarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecunarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

3. The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation, or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any

of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

4. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by Law, including any amendments changing the terms of any class of its stock by classifications, re-classifications or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such changes of terms shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

5. No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

6. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

7. The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or re-classify any unissued shares of stocks, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before

issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of such shares.

8. The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 8th day of July, 1966.

WITNESS:

William C. Coss (SEAL)
William C. Coss

Alice K. Huntberg Josephine E. Coss (SEAL)
Josephine E. Coss

Andrew W. Ridenour (SEAL)
Andrew W. Ridenour

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 8th day of July, 1966, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William C. Coss, Josephine E. Coss and Andrew W. Ridenour, and severally acknowledged the foregoing Articles of Incorporation to be their respective acts.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal.

Alice K. Huntberg
Notary Public
My Commission Expires: 7/1/67



ARTICLES OF INCORPORATION
OF
COSS WELDING SUPPLY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 11, 1966 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 7626

8

Recorded in Liber 7551, folio 501, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00 Recording fee paid \$14.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Bartgis



100
7-19-66
ep

Received for Record Oct. 14, 1966 at 2:25 P. M. Liber 16

DANZER METAL REALTY, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Evan Crossley, whose post office address is 1800 Preston Road, Hagerstown, Md., John Henry Bowie, whose post office address is 811 Rolling Road, Hagerstown, Md., Earl J. Gooding, whose post office address is 1920 Lincolnshire Road, Hagerstown, Md., and Anna E. Foutz, whose post office address is 409 Guilford Ave., Hagerstown, Md., each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is

DANZER METAL REALTY, INC.

THIRD: The purpose for which the Corporation is formed and the business or objects to be carried on by it are as follows:

1. To hold, own, buy, sell, acquire, build, develop, construct, lease, rent, operate, maintain, improve, restore, rebuild, pave, landscape, lay out, mortgage, transfer, encumber or otherwise handle land and buildings for manufacturing, business, industry, or other use, including real estate and personal property of any and all kinds.
2. To carry on, conduct and engage in any and all business or activities directly or indirectly helpful in effectively fulfilling the foregoing purposes, or which may be advantageously carried on in conjunction with or incidental to any of the matters herein mentioned.
3. To borrow and lend money in furtherance of the foregoing purposes, including the execution of necessary documents to secure the obligations of the Corporation.
4. To buy, sell, acquire, merge, or associate with any other business or activity which may be helpful to the carrying out of the foregoing purposes, or which may be advantageously carried on in conjunction with or incidental to any such purpose.

FOURTH: The principal office of the Corporation is at 120 W. Washington Street, Hagerstown, Md. The name and post office address of the resident agent of the Corporation in the State of Maryland, is Evan Crossley, 120 W. Washington Street, Hagerstown, Md., and the said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The total amount of authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) par value, divided into 1,000 shares of the par value of One Hundred Dollars (\$100.00) each.

SIXTH: The number of Directors of the Corporation shall be four (4) which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Evan Crossley, John Henry Bowie, Earl J. Gooding and Anna E. Foutz.

SEVENTH: The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized. The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its capital stock for cash or for such consideration as the Board of Directors shall consider advisable, and for this purpose the Board of Directors shall have the power to determine the actual value of the property, services or other consideration for which the stock is to be issued.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this

13 day of July, 1966.

WITNESS:

Catherine M. Hess
Robert L. Martin
Claude O. Muller

Evan Crossley (SEAL)
John Henry Bowie (SEAL)
Earl J. Gooding (SEAL)
Anna E. Foutz (SEAL)

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 13th day of July, 1966, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Evan Crossley, John Henry Bowie, Earl J. Gooding and Anna E. Foutz and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal, the day and year last above written.

Catherine M. Hess
Catherine M. Hess, Notary Public

My Commission Expires July 1, 1967.



ARTICLES OF INCORPORATION
OF
DANZER METAL REALTY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 13, 1966 at 2:30 o'clock P. M. as in conformity
with law and ordered recorded.

A. 7602

Recorded in Liber 7551, folio 366³ of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Barber



STATE OF MD. COUNTY
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. _____
JUL 14 2 25 PM '66
MERLIN SNYDER
CLERK

10/14/66
J.Y.

ARTICLES OF INCORPORATION
OF
ECHO BUILDING SUPPLY CO., INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers,

1. Mary Hamilton - - - - - whose post office address is:
5103 Goodnow Road Baltimore Maryland 21206
2. H. David Gann - - - - - whose post office address is:
6104 Rusk Avenue, Baltimore Maryland-21209
3. R. Nora Bosley - - - - - whose post office address is:
5436 Jamestowne Court Baltimore Maryland 21229

all being at least twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is: ECHO BUILDING SUPPLY CO., INC.

THIRD: The purposes for which the Corporation is formed are as follows:
Buying, selling and handling building materials of all kinds.

(a) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(b) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(c) To carry on and transact for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

(d) To purchase, lease, or otherwise acquire, all or any part of the property, rights, businesses, contracts, good will, franchises and assets of every kind of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchises, or assets by the issue, in accordance with the Laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

(e) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(f) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the Laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(g) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(h) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(i) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(j) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies, and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Boards of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation and not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of two-thirds of all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting, unless a larger vote be provided for hereafter.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this Charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

FIFTH: The post office address of the principal office of the Corporation in this State is 107 Methodist Avenue, Hancock - - - - - Maryland. The Resident Agent of the Corporation is James C. Norris - - - - - , whose post office address is R. F. D. #1 Hancock Maryland. - - - - - Said Resident Agent is a citizen of the State of Maryland, and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is - 1,000 - - - - shares of the par value of One Hundred Dollars (\$100.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: The Corporation shall have no less than three (3) directors, and Mary Hamilton, H. David Gann and R. Nora Bosley - - - - shall act as such until the First Annual Meeting, or until their successors shall have been duly chosen and qualified.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on June 24th 1966.

WITNESS:

C. Morton Goldstein
C. Morton Goldstein

Mary Hamilton (SEAL)
Mary Hamilton

H. David Gann (SEAL)
H. David Gann

R. Nora Bosley (SEAL)
R. Nora Bosley

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

THIS IS TO CERTIFY that on June 24th, 19 66 before me, the subscriber, a Notary Public of the State of Maryland, in and for Baltimore County, personally appeared Mary Hamilton, H. David Gann and R. Nora Bosley - - - - and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal, the day and year last above written.



C. Morton Goldstein
Notary Public
C. Morton Goldstein
My Commission Expires: 6/30/67

ARTICLES OF INCORPORATION
OF
ECHO BUILDING SUPPLY CO., INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 5, 1966 at 2:02 o'clock P. M. as in conformity
with law and ordered recorded.

A 7474

Recorded in Liber 7550, folio 142⁷, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00.....Recording fee paid \$12.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. [Signature]



STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. _____

OCT 14 2 25 PM '66

FOLIO
LAND & MORTG. SALE
MERLIN SNYDER
CLERK

Received for Record Oct. 14, 1966 at 2:26 P. M. Liber 16

ARTICLES OF SALE

THIS IS TO CERTIFY:

1. That Pope Avenue Tavern, Inc., a Maryland Corporation, Transferor, has sold unto Wild Goose Tavern, of Hagerstown, Inc., Transferee, all of said Transferor's property and assets, the same being the business known as Pope Avenue Tavern, Inc., situate at 908 Pope Avenue, Hagerstown, Washington County, Maryland.

2. That the name of the Transferee is Wild Goose Tavern, of Hagerstown, Inc., the post-office address being 908 Pope Avenue, Hagerstown, Maryland and the principal place of business of said Transferee being 908 Pope Avenue, Hagerstown, Maryland.

3. That the Transferor is Pope Avenue Tavern, Inc., a corporation duly incorporated under the laws of the State of Maryland and the Transferee is a resident of the State of Maryland.

4. That the total purchase price for the above mentioned property is FOUR THOUSAND (\$4,000.00) Dollars which sum has been fully paid by the Transferee to the Transferor in cash.

5. That the office of the Transferor is located at 908 Pope Avenue, Hagerstown, Maryland, the place of Business, and all of its business is conducted in said Washington County, Maryland, and there is no real estate owned by the Transferor.

6. That these Articles of Sale are drawn to comply with the provisions of Section 70, Art. 23 of the Annotated Code of Maryland, 1957 Edition.

7. That this transfer was duly advised by the Board of Directors and authorized and approved by the stockholders of the both corporation in the manner and by vote required by laws of the State of Maryland.

WITNESS the Corporate name of the Transferor duly signed by Edward N. Shippey, its President, and its corporation seal hereto affixed and duly attested by its Secretary, Mildred E. Shippey, and the hand and seal of the Transferee, this 23rd day of October A.D., 1966.

(CORP. SEAL)

POPE AVENUE TAVERN, INC.

by: Edward N. Shippey
Edward N. Shippey, President

ATTEST:
by: Mildred E. Shippey
Mildred E. Shippey, Secretary

(CORP. SEAL)

WILD GOOSE TAVERN OF HAGERSTOWN, INC.

by: Margaret Eyler
Margaret Eyler, President

ATTEST:
by: JR. Holzappel

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 23rd day of June A.D., 1966, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edward N. Shippey, president of Pope Avenue Tavern, Inc., and made oath in due form of law that he was the Chairman of the Special meeting of the stockholders of Pope Avenue Tavern, Inc., at which meeting the foregoing Articles of Sale were approved and that the matters and facts set forth in the foregoing Articles of Sale with respect to authorization and approval on the part of the Transferor are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.



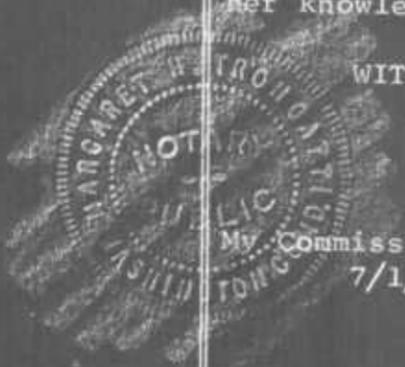
My Commission expires: 7/1/67

Margaret H. Pronetti
Notary Public

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 23rd day of June A.D. 1966, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Margaret Eyler, president of the Wild Goose Tavern of Hagerstown, Inc., and made oath in due form of law that the matters and facts set forth in the foregoing Articles of Sale with respect to authorization and approval on the part of the Transferee is true to the best of her knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.



My Commission expires: 7/1/67

Margaret H. Pronetti
Notary Public

ARTICLES OF SALE

Between

POPE AVENUE TAVERN, INC. A Md. corp. (Transferor)

and

WILD GOOSE TAVERN OF HAGERSTOWN, INC. A Md. corp. (Transferee)

approved and received for record by the State Department of Assessments and Taxation of Maryland July 6, 1966 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 7530

Recorded in Liber 7550, folio 543, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. Bridges



STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD

OCT 14 2 26 PM '66

RECORDING CLERK



Holiday Barn

Country Style Dinners

Smithsburg Rt. 2

Telephone: VA 4-6833.

BANQUETS — MEETINGS — PARTIES

August 5, 1966

Department of Assessments & Taxation
State of Maryland
301 West Preston Street
Baltimore, Maryland 21201

Gentlemen:

Please be advised that by action of the Board of Directors of Holiday Barn, Inc. on August 3, 1966 that Robert W. Boward, Route 2, Smithsburg, Maryland is the new resident agent.

Mr. Boward will replace on your records George E. Snyder. Enclosed is the required \$2.00 fee.

Sincerely,

Robert W. Boward
Robert W. Boward
President



RWB:a

Encl:

AUG 9 5 40 AM '66

NOTICE OF CHANGE OF RESIDENT AGENT

OF

HOLIDAY BARN INC.

received for record August 9, 1966, at 9:40 A. M.

and recorded in Liber F No. 556 Folio No. 394 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the Clerk of the Circuit Court of Washington County.

AA N^o 4109

Recording Fee Paid \$2.00

RECEIVED FOR RECORD October 19, 1966 at 9:00 A.M. Receipt No. 37881

THE COLUMBUS CLUB OF HAGERSTOWN, INC.

LIBER 16

ARTICLES OF REVIVAL

THE Columbus Club of Hagerstown, Inc., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, that:

FIRST: The charter of the Corporation was forfeited on OCT 29
1958, 1958, for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was *THE* Columbus Club of Hagerstown, Inc. .

THIRD: The name by which the Corporation will hereafter be known is *THE* Columbus Club of Hagerstown, Inc. .

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is No. 227, West Washington Street, Hagerstown, Washington County, Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are William J. Dwyer, No. 10 North Jonathan Street, Hagerstown, Washington County, Maryland. Said resident agent is a citizen actually residing in this State.

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

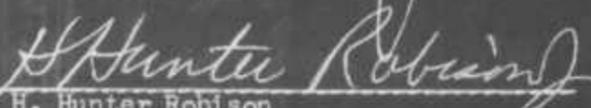
- (a) Paid all fees required by law;
 - (b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;
 - (c) Paid all State and local taxes and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes;
- and

(d) Paid an amount equal to all State and local taxes and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable by the Corporation if its charter had not been forfeited.

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on August 19th, 1966.



 William J. Dwyer
 Last acting President

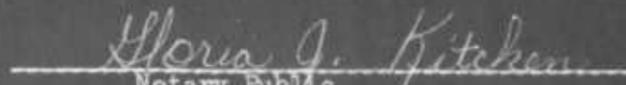


 H. Hunter Robison
 Last acting Secretary

STATE OF MARYLAND,
 COUNTY OF WASHINGTON, ss:

I HEREBY CERTIFY that on this 19th day of August, 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared William J. Dwyer, the last acting President, and H. Hunter Robison, the last acting Secretary, of Columbus Club of Hagerstown, Inc., a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

WITNESS my hand and Notarial Seal, the day and year last above



 Notary Public



My commission expires:
 July 1, 1967

ARTICLES OF REVIVAL
OF
THE COLUMBUS CLUB OF HAGERSTOWN, INC.

117

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 23, 1966 at 12:50 o'clock P. M. as in conformity
with law and ordered recorded.

A 8186

Recorded in Liber 7557 ³ folio 58, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

SPECIAL FEE
~~REGISTRATION~~ paid \$5.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles F. Bartley



#55

RECEIVED FOR RECORD
OCT 19 1966
At 1:00 o'clock A.M.
and Same Day Recorded In
Liber No. 7557 Folio 58
one of the Charter Records of
Washington County, Maryland
and examined by
Charles F. Bartley
Receipt No. 5188

RECEIVED FOR RECORD October 19, 1966 at 9:00 A.M. Receipt No.37881

LIBER 16

ARTICLES OF AMENDMENT

ANTIETAM CABLE T.V., INCORPORATED

~~SUPPLEMENTAL AMENDED ARTICLES OF INCORPORATION~~

(Pursuant to Article 23, Section 11 (a) (2))

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Stanley M. Fulton, of Hancock, Maryland, E. Leister Mobley, Jr., of Hagerstown, Maryland, and David W. Byron, of Hagerstown, Maryland, being all of the directors of Antietam Cable T.V., Incorporated, do, under and by virtue of Article 23, Section 11 (a) (2) of the Annotated Code of Maryland, 1957 Edition, hereby certify that we are the original directors of that corporation; that we have had the first meeting of the board of directors; that there are no shares of stock entitled to vote on this amendment either outstanding or subscribed for; that at the first meeting of the said board of directors held at the offices of Bushong, Byron & Moylan, 100 West Washington Street, Hagerstown, Maryland, on July 21, 1966 at 3:00 P.M.

all of the directors of said company approved these ^{ARTICLES} ~~Supplemental~~ ^{of AMENDMENT} ~~Amended Articles~~ of Incorporation to take the place of the Amended Articles of Incorporation heretofore filed on April 6, 1966 by the original incorporators of this corporation.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

ANTIETAM CABLE T. V., INCORPORATED.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To provide community cable television facilities for members of the general public; to enter into contracts with municipalities and political subdivisions for the right and franchise to transmit and distribute television impulses and television energy by way of community cable television, and any

other means which may hereafter be developed, and to transmit television signals generally and to engage in such activity as may be necessary to the accomplishment of the aforesaid purposes.

(b) To own and lease real estate, construct warehouses and maintain repair shops for the implementation of its principal business as set forth in the immediately foregoing subparagraph (a).

(c) To loan or advance money with or without security, without limit as to amount; to borrow or raise money for any of the purposes of the Corporation; to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(d) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(e) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies

and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 100 West Washington Street, Hagerstown, Maryland. The resident agent of the Corporation is David W. Byron, 100 West Washington Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Two Hundred Thousand (200,000) shares of capital stock of the par value of One Dollar (\$1.00) a share, all of one class, and having an aggregate par value of Two Hundred Thousand (\$200,000.00) Dollars.

SIXTH: The Corporation shall have no more than seven (7) directors and Stanley M. Fulton, E. Leister Mobley, Jr., David W. Byron, Hubert A. Poole, Thomas B. Finan, C. Claire Winter and Walter M. Welch shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine

to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock or another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Supplemental Amended Articles of Incorporation this 25th day of July, 1966.

WITNESS:

Betty Baker

Stanley M. Fulton
Stanley M. Fulton

Betty Baker

E. Leister Mobley, Jr.
E. Leister Mobley, Jr.

Betty Baker

David W. Byron
David W. Byron

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 25th day of July, 1966, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Stanley M. Fulton, E. Leister Mobley, Jr. and David W. Byron, and severally acknowledged the foregoing Supplemental Amended Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

Betty Baker
Notary Public



Comm. Exp. July 1, 1967

*first meeting
no officers
no stock.*

ARTICLES OF AMENDMENT

OF

ANTIETAM CABLE T.V., INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland July 26, 1966 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 7795

Recorded in Liber 7553, folio 234, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 14.00

To the clerk of the CIRCUIT Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



RECORDED FOR RECORD
OCT 19 1966
At 9:00 o'clock A.M.
and Same Day Recorded in
Liber No. Folio
one of the *Original* Records of
Washington County, Maryland
and examined per
[Signature]
Receipt No. 37881

RECEIVED FOR RECORD October 19, 1966 at 9:00 A.M. Receipt No. 37881

LIBER 16

ARTICLES OF AMENDMENT OF CORPORATE CHARTER

WAYNE INSURANCE AGENCY OF SOUTH HAGERSTOWN, INCORPORATED

Wayne Insurance Agency of South Hagerstown, Incorporated, a Maryland corporation having its principal office in Hagerstown, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation, that:

FIRST: The charter of the Corporation is hereby amended by striking out the text of Article SECOND of the Articles of Incorporation and inserting in lieu thereof the following:

"SECOND: That the name of the corporation (which is hereinafter called the Corporation) is: Wayne Insurance Agency of Maryland, Inc."

SECOND: The board of directors of the Corporation, at a meeting duly convened and held on June 30, 1966 adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that requisite steps be taken to effectuate the same.

THIRD: Notice setting forth the said amendment of charter and stating that a purpose of the special meeting of the stockholders would be to take action thereon, was given as required by law, to all stockholders entitled to vote thereon, there being but one stockholder the consent of which stockholder was obtained in writing. No notice was given to any stockholders of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment inasmuch as there are no such nonvoting stockholders.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said special meeting held July 28, 1966 by the affirmative vote of all the outstanding stock of each class of stock entitled to vote thereon.

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the Corporation.

In witness whereof, Wayne Insurance Agency of South Hagerstown, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary this 28th day of July, 1966.

WAYNE INSURANCE AGENCY OF SOUTH HAGERSTOWN, INC.

BY Herbert J. Essich, Jr.
Herbert J. Essich, Jr.
President

(CORPORATE SEAL)
ATTEST:
Lincoln Shank
Lincoln Shank, Secretary

STATE OF PENNSYLVANIA

COUNTY OF FRANKLIN

I HEREBY CERTIFY that on July 28, 1966, before me, the subscriber, a Notary Public of the State of Pennsylvania and for the County of Franklin, personally appeared Herbert J. Essich, Jr., President of Wayne Insurance Agency of South Hagerstown, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Lincoln Shank and made oath in due form of law that he was secretary of the meeting of the directors of said Corporation at which the amendment of the charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Notarial Seal, the day and year last above written.

ADA H. GERBER
COMMISSIONER
PENNSYLVANIA
NOTARY PUBLIC

Ada H. Gerber
Notary Public

My Commission Expires:

Aug-7-1967

ARTICLES OF AMENDMENT

OF

WAYNE INSURANCE AGENCY OF SOUTH HAGERSTOWN, INCORPORATED

changing its name to

WAYNE INSURANCE AGENCY OF MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 10, 1966 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 8004

Recorded in Liber 7555, folio 203 ³ one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..... Recording fee paid \$10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. Bortger



RECEIVED FOR RECORD
OCT 19 1966

No. 7.00 o'clock A.M.
and Same Day Recorded in
Folio 203 Records of
of the Corporation Washington County, Maryland
and examined per
L. M. ... Clerk

WASHINGTON COUNTY COMMUNITY ACTION COUNCIL, INC.
ARTICLES OF AMENDMENT

Washington County Community Action Council, Inc. a Maryland corporation having its principal office in Washington County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out paragraph (f) of clause Fourth of the articles of incorporation and inserting in lieu thereof the following:

(f) To carry on only any business or activity which may effectuate the aforesaid objects or any of them or any part thereof.

SECOND: And by adding paragraph Tenth thereto as follows:

TENTH: Upon the dissolution of the Corporation, the Board of Trustees, shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954, (or the corresponding provision of any future United State Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

THIRD: The board of directors of the Corporation, at a meeting duly convened and held on July 1, 1966, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and

directing that it be submitted for action thereon at a special meeting of the members of the Corporation to be held on July 18, 1966.

FOURTH: Notice setting forth a summary of the changes to be effected by said amendment of the charter and stating that a purpose of the meeting of the members would be to take action thereon, was given as required by law, to all members entitled to vote thereon; and like notice was given to all members of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment.

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the members of the Corporation at said meeting by the affirmative vote of more than two-thirds of the members.

IN WITNESS WHEREOF, Washington County Community Action Council, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on August 15

1966.

WASHINGTON COUNTY COMMUNITY ACTION
COUNCIL, INC.

BY: Fred F. Otto
Fred F. Otto, President

ATTEST:

Jesse L. Kagle, Jr.
Jesse L. Kagle, Jr., Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 15th day of August, 1966, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared Fred F. Otto, President of Washington County Community Action Council, Inc., and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared

Jesse L. Kagle, Jr., and made oath in due form of law that he was secretary of the meeting of the members of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Notarial Seal, the day and year last above written.



Joanne Snyder
Notary Public
JOANNE SNYDER

ARTICLES OF AMENDMENT

OF

WASHINGTON COUNTY COMMUNITY ACTION COUNCIL, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 17, 1966 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A: 8118

4

Recorded in Liber F-556, folio 264, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..... Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. Bentley



RECEIVED FOR RECORD
OCT 19 1966
9:00 o'clock A.M.
and Same Day Recorded in
No. _____ Folio _____
of the Assessment Records of
Washington County, Maryland
and examined per
E. M. ... Clerk

Received for Record October 19, 1966 at 9:00 A.M. Receipt No.
LIBER 16 37881

ARTICLES OF INCORPORATION
TAMIAMI, INC.

FIRST: We, the Undersigned, W. Paul Settles, 400 Harp Road, Hagerstown, Maryland, Harold R. Statler, 155 Summit Avenue, Hagerstown, Maryland, and John B. Wolfkill, 131 West Washington Street, Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation is TAMIAMI, INC.

THIRD: The purposes for which the Corporation if formed and the business or objects to be carried on and promoted by it are as follows:

1. To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm, or corporation.

2. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of or any bonds, securities, or other evidences of indebtedness issued or created by any other corporation or corporations of this state or any other state, country, nation or government, and while owner of said stock, to exercise all of the rights, powers, and privileges of ownership, including the right to vote thereon to the same extent as natural persons might or could do.

3. To enter into, make or perform contract of every kind and with any persons, firm, association or corporation, municipal body, politic, county, territory, state, national government, or colony or dependency thereof, and without limits as to amount, to draw, make, accept, endorse, discount its own paper, execute and issue promises, any notes, drafts, bills of exchange, warrants, bonds, mortgages, debentures, and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Maryland.

4. In general, to carry on any lawful business and to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights and privileges granted to or conferred

upon corporations, of this character by said General Laws nor or hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such other powers, rights, and privileges.

FOURTH: The post office address of the place which shall be the principal office of the Corporation in this state will be located at 155 Summit Avenue, Hagerstown, Maryland. The Resident Agent of the Corporation is John B. Wolfkill, whose post office address is 131 West Washington Street, Hagerstown, Maryland. Said Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total amount of authorized capital stock of the Corporation is One Hundred Thousand (\$100,000.00) Dollars par value consisting of 100,000 shares of common stock of the par value of \$1.00 per share.

SIXTH: The Corporation shall have three directors and W. Paul Settles and Harold R. Statler and John B. Wolfkill shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: Subject to the General Laws of the State of Maryland the voting power shall vest exclusively in the holders of the common stock.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 3rd day of August, A.D., 1966.

WITNESS AS TO ALL SIGNATURES:

Leslie E. Hammond
W. Paul Settles (Seal)
 W. Paul Settles
Harold R. Statler (Seal)
 Harold R. Statler
John B. Wolfkill (Seal)
 John B. Wolfkill

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 3^d day of August, 1966, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared W. Paul Settles, Harold R. Statler, and John B. Wolfkill, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.



My commission expires:

Leslie E. Hammond
Notary Public

OF
TAMIAMI, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 12, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 8038

Recorded in Liber 7555, folio 397 3 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. Martin



RECEIVED FOR RECORD
OCT 19 1966

Time o'clock AM
and Same Day Recorded in
Liber No. _____ Folio _____
of the Corporation _____ Records of
Washington County, Maryland
and examined per
L. M. ... Clerk
Receipt No. 39881

RECEIVED FOR RECORD October 19, 1966 at 9:00 A.M. Receipt No. 37881
LIBER 16

ST. ANN, HAGERSTOWN, ROMAN CATHOLIC CONGREGATION, INCORPORATED

ARTICLES OF INCORPORATION

(Under Article 23, Section 271 et seq.)

THIS IS TO CERTIFY:

FIRST: That we, the incorporators,

1) His Eminence Lawrence Cardinal Shehan,
Archbishop of Baltimore, whose post office address is 408
North Charles Street, Baltimore, Maryland, 21201,

2) The Most Reverend T. Austin Murphy, Vicar-
General and Auxiliary Bishop of Baltimore, whose post office
address is 3803 Fourth Street, Baltimore, Maryland, 21225, and

3) The Reverend Paul F. Dolan, whose post office
address is 1525 Oak Hill Avenue, Hagerstown, Maryland, 21740,
each being of legal age, under and by virtue of Article 23,
Sections 271, 272 and 273 of the Annotated Code of Maryland,
(1957 Edition, as amended), do hereby associate ourselves so as
to constitute a body politic and corporate.

SECOND: The name of the corporation (which is herein-
after called "Corporation") is ST. ANN, HAGERSTOWN, ROMAN
CATHOLIC CONGREGATION, INCORPORATED.

THIRD: The purposes for which the Corporation is
formed are as follows:

Page 2.

(1) To frame such rules, regulations and ordinances for the orderly conduct of divine worship and the advancement of the interests of the St. Ann, Hagerstown, Roman Catholic Congregation, Incorporated, as may be consistent with the discipline and government of the Roman Catholic Church.

(2) To exercise all the pertinent and appropriate powers granted corporations by Article 23, Section 9, of the Annotated Code of Maryland, (1957 Edition, as amended).

(3) To receive, manage, control, invest and disburse contributions, legacies, devises, donations, and property of every kind and description for the purposes and objects of the Corporation, and to expend the same in the exercise thereof.

(4) And generally to do any and all things which may be necessary to promote the general objects and purposes for which this Corporation is formed.

FOURTH: The incorporators shall continue to constitute the Corporation until their respective successors are, from time to time, elected or appointed to act as successor incorporators in accordance with the discipline and government of the Roman Catholic Church.

FIFTH: The post office address of the place at which the Corporation in this State will be located, is 1525 Oak Hill Avenue, Hagerstown, Maryland, 21740. The Resident Agent of the

Corporation is His Eminence Lawrence Cardinal Shehan, whose post office address is 408 North Charles Street, Baltimore, Maryland, 21201.

SIXTH: The Corporation shall have no capital stock, no stockholders, and is not organized for profit. The Corporation is formed exclusively for religious purposes.

SEVENTH: The Corporation shall not have less than three corporators, but may have such additional corporators as the Roman Catholic Archbishop of Baltimore shall, in his sole discretion, appoint and designate. Any said additional corporators, other than those required by law, shall be subject to removal in the sole discretion of the Roman Catholic Archbishop of Baltimore. Any and all powers of the Corporation shall be lodged exclusively in the corporators.

EIGHTH: The said Corporation shall have a President, Vice-President, Treasurer and Secretary, and such other officers as may be provided for in the By-Laws. Said officers shall be elected by and from the corporators according to the By-Laws. The Roman Catholic Archbishop of Baltimore and his successors shall by virtue of his office, be and serve as the President of the said Corporation. Nothing herein shall be construed to prohibit a corporator from serving in more than one office unless specifically prohibited by law.

IN WITNESS WHEREOF, we have signed these
Articles of Incorporation on this 5th day of August,
1966.



L. Lawrence Cardinal Shehan
His Eminence Lawrence Cardinal Shehan

T. Austin Murphy
Most Reverend T. Austin Murphy

Paul F. Dolan
The Reverend Paul F. Dolan

WITNESS:

Francis X. Gallagher
Francis X. Gallagher

STATE OF MARYLAND,
SS:
CITY OF BALTIMORE,

I HEREBY CERTIFY, that on this 5th day of
August, 1966, before me, the subscriber, a Notary
Public of the State of Maryland, in and for the City of
Baltimore, personally appeared HIS EMINENCE LAWRENCE CARDINAL
SHEHAN, THE MOST REVEREND T. AUSTIN MURPHY and THE REVEREND
PAUL F. DOLAN, and severally acknowledged the foregoing
Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.



Elizabeth N. Wright
Notary Public

ARTICLES OF INCORPORATION

OF

ST. ANN, HAGERSTOWN, ROMAN CATHOLIC CONGREGATION, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland August 8, 1966 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 7967

Recorded in Liber 7554, folio 610 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles P. Bontjes



RECEIVED FOR RECORD
OCT 19 1966
At 7:00 o'clock A.M.
and Same Day Recorded in
Liber No. _____ Folio _____
one of the Supra Records of
Washington County, Maryland
and examined per
A. M. Szymala Clerk

RECEIVED FOR RECORD October 19, 1966 at 9:00 A.M. Receipt No. 37881
LIBER 16

ARTICLES OF INCORPORATION

DIMON'S, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Elisabeth S. Shockey, whose post office address is 919 Dewey Avenue, Hagerstown, Maryland, Katie H. Metcalfe, whose post office address is Route 1, Clear Spring, Maryland and Jack B. Welch, whose post office address is 43 Red Oak Drive, Hagerstown, Maryland, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporation, associate themselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is Hereinafter called "the Corporation") is:

DIMON'S, INC.

THIRD: The purposes for which the corporation is formed are as follows:

- a. To engage in a general merchandising business.
- b. To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- c. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- d. To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

e. To purchase, lease or otherwise acquire, all or any Part of the property, rights, businesses, contracts, good will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carries on in whole or in part any of the aforesaid businesses, or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchises or assets by the issue, in accordance with the laws of Maryland, of stocks, bonds, or other securities of the Corporation, or otherwise.

f. To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade-names, rights processes, formulas, the like, which might be used for any of the purposes of the Corporation and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

g. To purchase, or otherwise acquire, hold and re-issue shares of its capital stock of any class and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of, or any bonds or other securities or evidence of indebtedness issued or created by any other corporation or association organized under the laws of the State of Maryland, or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets, or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

h. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse, or otherwise guarantee, the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

i. To loan or advance money with or without security without limit as to amount, and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted by law for money so borrowed or in payment for property purchased or for any other lawful consideration, and to secure the payment thereof, and of the interest thereon, by mortgage upon, or pledge, or conveyance, or assignment in trust of the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

j. To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others, for its own account and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

k. To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches, in any or all states, territories, districts, colonies, and dependencies of the United States of America and in foreign countries, and to maintain offices and agencies in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 86 West Washington Street, Hagerstown, Maryland. The resident agent of the Corporation is Elizabeth S. Shockey whose post office address is 919 Dewey Avenue, Hagerstown, Maryland: said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have three (3) directors and Elizabeth S. Shockey, Katie H. Metcalfe and Jack B. Welch shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

a. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

b. No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and affect as if he were not such director or officer of such other corporation or not so interested.

c. The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation, to determine whether any, if any, what part, of the surplus of the Corporation, or of the net profits arising from its business, shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and supply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

d. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

e. No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

f. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

g. The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversions rights of, such shares.

h. The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes, and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets, franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this ^{5th} 8th day of August, A.D. 1966.

Elizabeth S. Shockey (SEAL)
Elizabeth S. Shockey

Katie H. Metcalfe (SEAL)
Katie H. Metcalfe

Jack B. Welch (SEAL)
Jack B. Welch

TEST:

Charles E. Linn

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this ^{5th} 8th day of August, A.D. 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Elizabeth S. Shockey, Katie H. Metcalfe and Jack B. Welch, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did each acknowledge the same to be their respective act.

WITNESS my hand and Official Notarial Seal.

Charles E. Linn
(Notary Public)



OF

DIMON'S, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 8, 1966 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 7963

Recorded in Liber 7554, folio 573 of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 12.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. Bartger



RECEIVED FOR RECORD
OCT 19 1966
1:00 o'clock A.M.
and Same Day Recorded in
Liber No. _____ Folio _____
of the Charter Records of
Washington County, Maryland
and examined per
S. M. ... Clerk
Receipt No. 37881

RECEIVED FOR RECORD October 19, 1966 at 9:00 A.M. Receipt No. 37881
LIBER 16

ARTICLES OF INCORPORATION
OF
SPICHER'S APPLIANCES, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Charles E. Spicher, whose post office address is 2408 Pennsylvania Avenue, Hagerstown, Maryland, Catherine M. Spicher, whose post office address is 2408 Pennsylvania Avenue, Hagerstown, Maryland, Carl E. Spicher, whose post office address is Route No. 4, Hagerstown, Maryland, and Mary L. Spicher, whose post office address is Route No. 4, Hagerstown, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is: "SPICHER'S APPLIANCES, INC."

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

a. To engage in the business of purchasing, selling and distributing appliances, air conditioners, fixtures, supplies and equipment of allied lines.

b. To acquire by purchase, lease or otherwise, the property, rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part the aforesaid businesses, or either of them, or any other business in whole or in part that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof and to pay for any property, rights, business, good will, franchises and assets so acquired in the stock, bonds, or other securities of the Corporation or otherwise.

c. To apply for, acquire, hold, use, sell, mortgage, license, assign or otherwise dispose of letters patent of the United States or any foreign country, and any and all patent rights, licenses, privileges, inventions, improvements, processes and trademarks relating to or useful in connection with any business carried on by the Corporation.

d. To buy, sell, deal in and improve, real estate wheresoever situate and fixtures and personal property incident thereto and connected therewith; to acquire by purchase, lease, hire, or otherwise, lands, tenements, hereditaments, or any interest therein and to improve the same; to sell, lease, mortgage, pledge or otherwise dispose of the lands or other property of the Corporation absolutely or upon condition.

e. To carry on any other business in connection therewith which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or either of them, or to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly to enhance the value of its property and rights, not contrary to the Laws of the State of Maryland or any other State in which the Corporation carries on business. The said Corporation shall enjoy and exercise all the powers and rights conferred by statute upon the Corporation and the enumeration of the specific powers in these Articles of Incorporation are in furtherance of and not in limitation of the general powers conferred by law.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 2055 Pennsylvania Avenue, Hagerstown, Maryland. The resident agent of the Corporation is Charles E. Spicher, whose post office address is 2408 Pennsylvania Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have four (4) directors and Charles E. Spicher, Catherine M. Spicher, Carl E. Spicher and Mary L. Spicher, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand (\$100,000) Dollars par value, divided into One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars each.

SEVENTH: The management of the property, business and affairs of the Corporation shall be vested in the Board of Directors, who shall dictate its general business policy and, subject to any provisions of statute or to the vote of its stockholders, determine all matters and questions pertaining to its business and affairs.

a. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of any class of its stock, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

b. The Board of Directors shall have the power to mortgage the property of the Corporation from time to time, without the approval of the stockholders, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

c. The Board of Directors shall from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have the right to inspect any account, book or document of the

Corporation except as conferred by the Statutes of Maryland or as authorized by the Board of Directors or by a resolution of the stockholders.

d. The above granted powers to the Corporation and to the Board of Directors thereof are in furtherance of and not in limitation of the general powers conferred by law upon the Directors of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

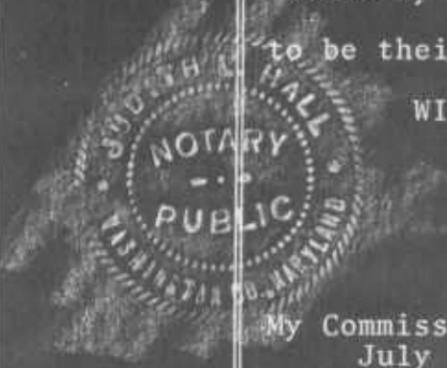
IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 26th day of July, 1966.

WITNESS:

<u>John S. Hall</u>	<u>Charles E. Spicher</u> (SEAL) Charles E. Spicher
<u>John S. Hall</u>	<u>Catherine M. Spicher</u> (SEAL) Catherine M. Spicher
<u>John S. Hall</u>	<u>Carl E. Spicher</u> (SEAL) Carl E. Spicher
<u>John S. Hall</u>	<u>Mary L. Spicher</u> (SEAL) Mary L. Spicher

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:
I HEREBY CERTIFY that on this 26th day of July, 1966, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Charles E. Spicher, Catherine M. Spicher, Carl E. Spicher and Mary L. Spicher, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.



John S. Hall
Notary Public

My Commission Expires:
July 1, 1967.

ARTICLES OF INCORPORATION
OF
SPICHER'S APPLIANCES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 4, 1966 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 7944

Recorded in Liber 7554, folio 459¹⁵ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00 Recording fee paid \$10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Barton



RECEIVED FOR RECORD
OCT 9 1966
At 9:00 o'clock A.M.
and Same Day Recorded in
Liber No. 7554 Folio 459
one of the Charter Records of
Washington County, Maryland
and examined per
E. M. S. Lewis

RECEIVED FOR RECORD October 19, 1966 at 9:00 A.M. Receipt No. 37881
LIBER 16

ARTICLES OF INCORPORATION

OF

BRUCE-ALAN INC.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS, BENJAMIN LEVIN WHOSE POSTOFFICE ADDRESS IS 1413 OAK HILL AVENUE, HAGERSTOWN, MARYLAND, LOIS LEVIN WHOSE POSTOFFICE ADDRESS IS 1413 OAK HILL AVENUE, HAGERSTOWN, MARYLAND, AND JACOB B. BERKSON WHOSE POSTOFFICE ADDRESS IS 74 WEST WASHINGTON STREET, HAGERSTOWN, MARYLAND, ALL BEING AT LEAST TWENTY-ONE YEARS OF AGE, DO UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND AUTHORIZING THE FORMATION OF CORPORATIONS, ASSOCIATE OURSELVES WITH THE INTENTION OF FORMING A CORPORATION BY THE EXECUTION AND FILING OF THESE ARTICLES.

SECOND: THAT THE NAME OF THE CORPORATION (WHICH IS HEREINAFTER CALLED THE "CORPORATION") IS:

BRUCE-ALAN INC.

THIRD: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

- (A) TO CONDUCT AND CARRY ON A RETAIL FAMILY SHOE BUSINESS.
- (B) TO ACQUIRE BY PURCHASE OR OTHERWISE, OWN, HOLD, BUY, SELL, CONVEY, LEASE, MORTGAGE OR INCUMBER REAL ESTATE OR OTHER PROPERTY, PERSONAL OR MIXED.
- (C) TO CARRY ON AND TRANSACT, FOR ITSELF OR FOR ACCOUNT OF OTHERS, THE BUSINESS OF GENERAL MERCHANTS, GENERAL BROKERS, GENERAL AGENTS, MANUFACTURERS, BUYERS AND SELLERS OF, DEALERS IN, IMPORTERS AND EXPORTERS OF NATURAL PRODUCTS, RAW MATERIALS, MANUFACTURED PRODUCTS AND MARKETABLE GOODS, WARES AND MERCHANDISE OF EVERY DESCRIPTION.
- (D) TO PURCHASE, LEASE OR OTHERWISE ACQUIRE, ALL OR ANY PART OF THE PROPERTY, RIGHTS, BUSINESSES, CONTRACTS, GOOD-WILL, FRANCHISES AND ASSETS OF EVERY KIND, OF ANY CORPORATION, CO-PARTNERSHIP OR INDIVIDUAL (INCLUDING THE ESTATE OF A DECEDENT), CARRYING ON OR HAVING CARRIED ON IN WHOLE OR IN PART ANY OF THE AFORESAID BUSINESSES OR ANY OTHER BUSINESSES THAT THE CORPORATION MAY BE AUTHORIZED TO CARRY ON, AND TO UNDERTAKE, GUARANTEE, ASSUME AND PAY THE INDEBTEDNESS AND LIABILITIES THEREOF, AND TO PAY FOR ANY SUCH PROPERTY, RIGHTS, BUSINESS, CONTRACTS, GOOD-WILL, FRANCHISES OR ASSETS BY THE ISSUE, IN ACCORDANCE WITH THE LAWS OF MARYLAND, OF STOCK, BONDS, OR OTHER SECURITIES OF

THE CORPORATION OR OTHERWISE.

(E) To APPLY FOR, OBTAIN, PURCHASE, OR OTHERWISE ACQUIRE, ANY PATENTS, COPYRIGHTS, LICENSES, TRADEMARKS, TRADENAMES, RIGHTS, PROCESSES, FORMULAE, AND THE LIKE, WHICH MIGHT BE USED FOR ANY OF THE PURPOSES OF THE CORPORATION, AND TO USE, EXERCISE, DEVELOP, GRANT LICENSES IN RESPECT OF, SELL AND OTHERWISE TURN TO ACCOUNT, THE SAME.

(F) To PURCHASE OR OTHERWISE ACQUIRE, HOLD AND REISSUE SHARES OF ITS CAPITAL STOCK OF ANY CLASS; AND TO PURCHASE, HOLD, SELL, ASSIGN, TRANSFER, EXCHANGE, LEASE, MORTGAGE, PLEDGE OR OTHERWISE DISPOSE OF, ANY SHARES OF STOCK OF, OR VOTING TRUST CERTIFICATES FOR ANY SHARES OF STOCK OF, OR ANY BONDS OR OTHER SECURITIES OR EVIDENCES OF INDEBTEDNESS ISSUED OR CREATED BY, ANY OTHER CORPORATION OR ASSOCIATION, ORGANIZED UNDER THE LAWS OF THE STATE OF MARYLAND OR OF ANY OTHER STATE, TERRITORY, DISTRICT, COLONY, OR DEPENDENCY OF THE UNITED STATES OF AMERICA, OR OF ANY FOREIGN COUNTRY; AND WHILE THE OWNER OR HOLDER OF ANY SUCH SHARES OF STOCK, VOTING TRUST CERTIFICATES, BONDS OR OTHER OBLIGATIONS, TO POSSESS AND EXERCISE IN RESPECT THEREOF ANY AND ALL THE RIGHTS, POWERS, AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE ON ANY SHARES OF STOCK SO HELD OR OWNED; AND UPON A DISTRIBUTION OF THE ASSETS OR A DIVISION OF THE PROFITS OF THIS CORPORATION, TO DISTRIBUTE ANY SUCH SHARES OF STOCK, VOTING TRUST CERTIFICATES, BONDS OR OTHER OBLIGATIONS, OR THE PROCEEDS THEREOF, AMONG THE STOCKHOLDERS OF THIS CORPORATION.

(G) To GUARANTEE THE PAYMENT OF DIVIDENDS UPON ANY SHARES OF STOCK OF, OR THE PERFORMANCE OF ANY CONTRACT BY, ANY OTHER CORPORATION OR ASSOCIATION IN WHICH THE CORPORATION HAS AN INTEREST, AND TO ENDORSE OR OTHERWISE GUARANTEE THE PAYMENT OF THE PRINCIPAL AND INTEREST, OR EITHER, OF ANY BONDS, DEBENTURES, NOTES, SECURITIES, OR OTHER EVIDENCES OF INDEBTEDNESS CREATED OR ISSUED BY ANY SUCH OTHER CORPORATION OR ASSOCIATION.

(H) To LOAN OR ADVANCE MONEY WITH OR WITHOUT SECURITY WITHOUT LIMIT AS TO AMOUNT; AND TO BORROW OR RAISE MONEY FOR ANY OF THE PURPOSES OF THE CORPORATION AND TO ISSUE BONDS, DEBENTURES, NOTES OR OTHER OBLIGATIONS OF ANY NATURE, AND IN ANY MANNER PERMITTED BY LAW, FOR MONEY SO BORROWED OR IN PAYMENT FOR PROPERTY PURCHASED, OR FOR ANY OTHER LAWFUL CONSIDERATION, AND TO SECURE THE PAYMENT THEREOF AND OF THE INTEREST THEREON, BY MORTGAGE UPON, OR PLEDGE OR CONVEYANCE OR ASSIGNMENT IN TRUST OF, THE WHOLE OR ANY PART OF THE PROPERTY OF THE CORPORATION, REAL OR PERSONAL, INCLUDING CONTRACT RIGHTS, WHETHER AT THE TIME OWNED OR THEREAFTER ACQUIRED; AND TO SELL, PLEDGE, DISCOUNT OR OTHERWISE DISPOSE OF SUCH BONDS, NOTES, OR OTHER OBLIGATIONS OF THE CORPORATION FOR ITS CORPORATE PURPOSES.

(I) To CARRY ON ANY OF THE BUSINESSES HEREINBEFORE ENUMERATED FOR ITSELF, OR FOR ACCOUNT OF OTHERS, OR THROUGH OTHERS FOR ITS OWN ACCOUNT, AND TO CARRY ON ANY OTHER

BUSINESS WHICH MAY BE DEEMED BY IT TO BE CALCULATED DIRECTLY OR INDIRECTLY, TO EFFECTUATE OR FACILITATE THE TRANSACTION OF THE AFORESAID OBJECTS OR BUSINESSES; OR ANY OF THEM OR ANY PART THEREOF, OR TO ENHANCE THE VALUE OF ITS PROPERTY, BUSINESS OR RIGHTS.

(J) TO CARRY OUT ALL OR ANY PART OF THE AFORESAID PURPOSES, AND TO CONDUCT ITS BUSINESS IN ALL OR ANY OF ITS BRANCHES IN ANY OR ALL STATES, TERRITORIES, DISTRICTS, COLONIES AND DEPENDENCIES OF THE UNITED STATES OF AMERICA AND IN FOREIGN COUNTRIES; AND TO MAINTAIN OFFICES AND AGENCIES, IN ANY OR ALL STATES, TERRITORIES, DISTRICTS, COLONIES AND DEPENDENCIES OF THE UNITED STATES OF AMERICA AND IN FOREIGN COUNTRIES.

THE AFOREGOING ENUMERATION OF THE PURPOSES, OBJECTS AND BUSINESS OF THE CORPORATION IS MADE IN FURTHERANCE, AND NOT IN LIMITATION, OF THE POWERS CONFERRED UPON THE CORPORATION BY LAW, AND IS NOT INTENDED, BY THE MENTION OF ANY PARTICULAR PURPOSE, OBJECT OR BUSINESS, IN ANY MANNER TO LIMIT OR RESTRICT THE GENERALITY OF ANY OTHER PURPOSE, OBJECT OR BUSINESS MENTIONED, OR TO LIMIT OR RESTRICT ANY OF THE POWERS OF THE CORPORATION. THE CORPORATION IS FORMED UPON THE ARTICLES, CONDITIONS, AND PROVISIONS HEREIN EXPRESSED, AND SUBJECT IN ALL PARTICULARS TO THE LIMITATIONS RELATIVE TO CORPORATIONS WHICH ARE CONTAINED IN THE GENERAL LAWS OF THIS STATE.

FOURTH: THE POSTOFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE IS LONG MEADOW SHOPPING CENTER, HAGERSTOWN, MARYLAND. THE RESIDENT AGENT OF THE CORPORATION IS MERLE S. ELLIOTT, WHOSE POSTOFFICE ADDRESS IS 25 NORTH AVENUE, HAGERSTOWN, MARYLAND. SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND AND ACTUALLY RESIDES THEREIN.

FIFTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS ONE THOUSAND (1,000) SHARES OF THE PAR VALUE OF ONE HUNDRED (\$100.00) DOLLARS PER SHARE, ALL OF WHICH SHARES ARE OF ONE CLASS AND ARE DESIGNATED COMMON STOCK. THE AGGREGATE PAR VALUE OF ALL SHARES HAVING PAR VALUE IS ONE HUNDRED THOUSAND (\$100,000.00) DOLLARS.

SIXTH: THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE THREE, WHICH NUMBER MAY BE INCREASED OR DECREASED PURSUANT TO THE BYLAWS OF THE CORPORATION, BUT SHALL NEVER BE LESS THAN THREE; AND THE NAMES OF THE DIRECTORS WHO SHALL ACT UNTIL THE FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFY ARE BENJAMIN LEVIN, LOIS LEVIN, AND EFFERON LEVIN.

SEVENTH: THE FOLLOWING PROVISIONS ARE HEREBY ADOPTED FOR THE PURPOSE OF DEFINING, LIMITING AND REGULATING

THE POWERS OF THE CORPORATION AND OF THE DIRECTORS AND STOCKHOLDERS:

(A) THE BOARD OF DIRECTORS OF THE CORPORATION IS HEREBY EMPOWERED TO AUTHORIZE THE ISSUANCE FROM TIME TO TIME OF SHARES OF ITS STOCK, FOR SUCH CONSIDERATIONS AS SAID BOARD OF DIRECTORS MAY DEEM ADVISABLE, IRRESPECTIVE OF THE VALUE OR AMOUNT OF SUCH CONSIDERATIONS, BUT SUBJECT TO SUCH LIMITATIONS AND RESTRICTIONS, IF ANY, AS MAY BE SET FORTH IN THE BY-LAWS OF THE CORPORATION.

(B) THE BOARD OF DIRECTORS SHALL HAVE POWER, FROM TIME TO TIME, TO FIX AND DETERMINE AND TO VARY THE AMOUNT OF WORKING CAPITAL OF THE CORPORATION, TO DETERMINE WHETHER ANY, AND IF ANY, WHAT PART, OF THE SURPLUS OF THE CORPORATION OR OF THE NET PROFITS ARISING FROM ITS BUSINESS SHALL BE DECLARED IN DIVIDENDS AND PAID TO THE STOCKHOLDERS SUBJECT, HOWEVER, TO THE PROVISIONS OF THE CHARTER, AND TO DIRECT AND DETERMINE THE USE AND DISPOSITION OF ANY OF SUCH SURPLUS OR NET PROFITS. THE BOARD OF DIRECTORS MAY IN ITS DISCRETION USE AND APPLY ANY SUCH SURPLUS OR NET PROFITS IN PURCHASING OR ACQUIRING ANY OF THE SHARES OF THE STOCK OF THE CORPORATION, OR ANY OF ITS BONDS OR OTHER EVIDENCES OF INDEBTEDNESS, TO SUCH EXTENT AND IN SUCH MANNER AND UPON SUCH LAWFUL TERMS AS THE BOARD OF DIRECTORS SHALL DEEM EXPEDIENT.

(C) THE CORPORATION RESERVES THE RIGHT TO MAKE FROM TIME TO TIME ANY AMENDMENTS OF ITS CHARTER WHICH MAY NOW OR HEREAFTER BE AUTHORIZED BY LAW, INCLUDING ANY AMENDMENTS CHANGING THE TERMS OF ANY CLASS OF ITS STOCK BY CLASSIFICATIONS, RE-CLASSIFICATION OR OTHERWISE, BUT NO SUCH AMENDMENT SHALL BE VALID UNLESS SUCH CHANGE OF TERMS SHALL HAVE BEEN AUTHORIZED BY THE HOLDERS OF TWO-THIRDS OF ALL OF SUCH STOCK AT THE TIME OUTSTANDING, BY VOTE AT A MEETING OR IN WRITING WITH OR WITHOUT A MEETING.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION THIS 28th DAY OF July A.D., 1966.

Lucille E. Mowen
WITNESS

Lucille E. Mowen
WITNESS

Lucille E. Mowen
WITNESS

Benjamin Levin
BENJAMIN LEVIN

Lois Levin
LOIS LEVIN

Jacob B. Berkson
JACOB B. BERKSON

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 28th DAY OF July A.D., 1966, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED BENJAMIN LEVIN, LOIS LEVIN AND JACOB B. BERKSON, AND ACKNOWLEDGED THE FOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME AND AFFIXED MY NOTARIAL SEAL THE DAY AND YEAR LAST ABOVE WRITTEN.



Lucille E. Mowen
NOTARY PUBLIC
COMM. EXPIRES: 7/1/67

ARTICLES OF INCORPORATION
OF
BRUCE-ALAN INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 4, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 7929

Recorded in Liber 7554, folio 384, 6 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Bantjes



RECEIVED FOR RECORD
OCT 13 1966
9:00 o'clock A.M.
and Same Day Recorded in
Folio _____
the _____ Records of
Washington County, Maryland
and examined per
Maria Snyder Clerk

RECEIVED FOR RECORD October 19, 1966 at 9:00 A.M. Receipt No. 37881

THE PENMARVA COMPANY

LIBER 16

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Joe A. Spade, whose post office address is R. F. D., Hancock, Maryland, Josephine B. Spade, whose post office address is R. F. D # 2, Hancock, Maryland, and Glorious M. Sage, whose post office address is 25 East Main Street, Hancock, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is THE PENMARVA COMPANY.

THIRD: The purposes for which the Corporation is formed are as follows:

To carry on the business of wholesale and retail storers, suppliers, and distributors of gasoline, kerosene, fuel oil and other petroleum products in all its branches; to purchase or otherwise acquire real and personal property of all kinds for the aforesaid purposes; to erect all necessary or convenient works, machinery, workshops and other buildings and appliances to aid in such objects.

To carry on and conduct a general contracting business, including the designing, constructing, enlarging, repairing, remodeling or otherwise engaging in any work upon buildings, roads, side walks, high ways, bridges, or manufacturing plants; and to engage in iron, steel, wood, brick, concrete, stone, cement, masonry and earth construction and to execute contracts or to receive assignments of contracts therefor, or relating thereto; also, to manufacture and furnish the building materials and supplies connected herewith.

FOURTH: The post office address of the principal office of the Corporation in this state is 25 East Main Street, Hancock, Maryland. The name and post office address of the resident agent

of the Corporation in this State are Glorious M. Sagle, 25 East Main Street, Hancock, Maryland. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Four Thousand (4,000) shares of the par value of Twenty-five Dollars (\$25.00) a share, all of one class and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Joe A. Spade, Josephine B. Spade and Glorious M. Sagle.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(2) The board of directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of

Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(3) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(4) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these articles of incorporation on July 29th, 1966.

WITNESS:

[Signature]
[Signature]
[Signature]

[Signature]
Joe A. Spade
[Signature]
Josephine B. Spade
[Signature]
Glorious M. Sagle

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on July 29th, 1966, before me, the subscriber, a Notary Public of the State of Maryland in and for Washington County, personally appeared Joe A. Spade, Josephine B. Spade and Glorious M. Sagle and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal, the day and year last above written.



[Signature]
Notary Public

Commission Expires: July 1, 1967

ARTICLES OF INCORPORATION
OF
THE PENMARVA COMPANY

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 2, 1966 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 7907

Recorded in Liber 7554, folio 559 ⁵ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00 Recording fee paid \$10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles A. Boutwell



36

RECEIVED FOR RECORD
OCT 19 1966
At 9:00 o'clock A.M.
and Same Day Recorded in
Liber No. 7554 Folio 559
one of the Charter Records of
Washington County, Maryland
Examined per
William C. Pugh
Receipt No. 37881

Recorded December 2, 1966, at 12:45 P.M. Liber 16, Folio
ACADEMY OF BEAUTY, INC.
Receipt No. 39321

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That we, the subscribers, BUTLER WALLACE, whose post office address is 26 East Antietam Street, Hagerstown, Maryland; CHARLES WALLACE, whose post office address is 7248 Wisconsin Avenue, Bethesda, Maryland; and DAVID E. SNYDER, whose post office address is 919 Eighteenth Street, N. W. Washington D. C., and each being twenty-one years of age, do hereby associate ourselves with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

1. The name of the corporation (hereinafter called the "Corporation") is

ACADEMY OF BEAUTY, INC.

2. The objects and purposes for which and for any of them, this Corporation is formed, and the business to be carried on by it are to do any and all of the following things:

(a) To purchase, sell, lease or otherwise acquire, hold, develop, improve, mortgage, exchange, let or in any manner encumber or dispose of real property, fee simple and leasehold, wherever situate; to buy, store, sell, handle, deal in and otherwise dispose of goods, wares, merchandise, and services of all kinds and descriptions; to conduct a general brokerage agency and commission business for others in the purchase, storage, sale and handling and otherwise disposing of merchandise, materials of all kinds and negotiations of loans thereon; to establish, lease, own, carry on stores and/or warehouses for the sale and/or storage of merchandise and equipment to have one or more offices; and generally, to do all things which may be necessary and proper in connection with any business conducted by it and which might not be contrary to law, including the conducting of a business and/or business for the sale of beauty supplies, instruction, services and goods.

(b) To borrow money and to pledge as collateral therefore any and all assets of the Corporation.

(c) To maintain margin accounts and make short sales of all kinds and descriptions.

(d) To engage in any other business of whatsoever kind and description within the State of Maryland or elsewhere that may be directly or indirectly calculated to effectuate the objects and purposes of the Corporation or any of them.

(e) To acquire good will, trade name, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm or association or corporation engaged in a similar business, and to pay for same in cash and stock of this corporation or otherwise.

(f) To acquire by subscriptions, purchase, exchange, or to dispose or otherwise acquire, and hold for investment or otherwise to use, sell, pledge, mortgage, or hypothecate any bonds, stocks or other obligations of any corporation while the owner thereof, to exercise all of the rights, and powers and privileges of ownership thereof, to borrow money and issue notes and bonds as authorized by the laws of this State, to execute mortgages, deeds of trust, or other forms of contracts as securities for same and guaranteeing the payment thereof.

(g) To consolidate with other corporations engaged in any business similar or analogous to those of this Corporation or to any of the objects of this Corporation.

(h) To carry on any lawful business and to have and to exercise all powers conferred by the general laws of the State of Maryland upon corporations formed thereunder, to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon corporations of this charter by said general laws, now or thereafter in force; and the enumeration of certain powers as herein specified not being intended to exclude any other character by said general laws now or hereafter in force; and that said Corporation is formed under the articles, conditions and provisions herein expressed and subject in all particulars to the limitations pertained to corporations which are contained in the General Laws of this State.

3. The business and operations of said Corporation are to be carried on in the State of Maryland and elsewhere in the United States and in such other localities as the Board of Directors deem advisable.

4. The post office address of the place of business at which the principal office of the Corporation shall be located in the State of Maryland is 26 East Antietam Street, Hagerstown, Maryland. The Resident Agents of the Corporation are Butler Wallace and Charles Wallace, said Resident Agents are citizens of the State of Maryland and actually reside therein.

5. The total amount of authorized capital stock is one hundred thousand (100,000) shares of the par value of One (\$1.00) Dollar per share.

6. The Board of Directors may issue from time to time shares of its stock with or without the par value of any class and securities convertible into shares of its stock with or without the par value of any class for such consideration as the said Board of Directors may deem advisable. The Board of Directors, shall, by resolution, state its opinion of the actual value of any consideration other than money for which it authorizes shares of stock without par value or securities convertible into shares of stock without par value issued.

7. No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall, in any way be affected by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any directors may be a member or a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; any director of this Corporation who is also a director or officer of such corporation or who is so interested may be counted in determining the existence of quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not so interested and not such a director or officer of such corporation.

8. The Corporation shall have three (3) directors or more and the following named persons shall act as such until the first annual meeting or until their successors are duly chosen and qualified:

Butler Wallace, 26 East Antietam Street, Hagerstown, Maryland
Charles Wallace, 7248 Wisconsin Avenue, Bethesda, Maryland
David E. Snyder, 919 Eighteenth Street, N. W., Washington, D. C.

The Corporation may determine by its By-laws the classification and number of its directors, which may from time to time be fixed at a number greater than that named in this Charter, but shall never be less than three (3).

IN WITNESS WHEREFOR, we have hereunto set our hands and affixed our seals, to this, this 18th day of August, 1966.

Butler Wallace (SEAL)
BUTLER WALLACE

Charles Wallace (SEAL)
CHARLES WALLACE

David E. Snyder (SEAL)
DAVID E. SNYDER

~~XXXXXXXXXXXXXXXXXXXX~~
DISTRICT OF COLUMBIA) TO WIT:
~~XXXXXXXXXXXXXXXXXXXX~~

I HEREBY CERTIFY that this 18th day of August, 1966, before me, the subscriber, a Notary Public in and for the City and State aforesaid, personally appeared BUTLER WALLACE, CHARLES WALLACE and DAVID E. SNYDER, known to me to be the persons whose names are subscribed to the within instrument; and they acknowledged that they executed the same for the purposes therein contained.

AS WITNESS my hand and Notarial Seal the day and year first above written.



Barbara Ann McCormick
NOTARY PUBLIC, D.C.
My Commission Expires: 8/14/68

OF
ACADEMY OF BEAUTY, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 97521
Dec 2 12 45 PM '66
LAND & MORTGAGE OFFICE

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 26, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 8243

Recorded in Liber 7558, folio 1, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. [Signature]



HEAD'S HAIRSTYLISTS OF BETHESDA, INC.ARTICLES OF INCORPORATION

Recorded December 2, 1966, Liber 16, Receipt No. 39321

THIS IS TO CERTIFY:

That we, the subscribers, BUTLER WALLACE, whose post office address is 26 East Antietam Street, Hagerstown, Maryland; CHARLES WALLACE, whose post office address is 7248 Wisconsin Avenue, Bethesda, Maryland; **DAVID E. SNYDER**, whose post office address is 919 Eighteenth Street, N. W., Washington, D. C., and each being twenty-one years of age, do hereby associate ourselves with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

1. The name of the corporation (hereinafter called the "Corporation") is

HEAD'S HAIRSTYLISTS OF BETHESDA, INC.

2. The objects and purposes for which and for any of them, this Corporation is formed, and the business to be carried on by it are to do any and all of the following things:

(a) To purchase, sell, lease or otherwise acquire, hold, develop, improve, mortgage, exchange, let or in any manner encumber or dispose of real property, fee simple and leasehold, wherever situate; to buy, store, sell, handle, deal in and otherwise dispose of goods, wares, merchandise, and services of all kinds and descriptions; to conduct a general brokerage agency and commission business for others in the purchase, storage, sale and handling and otherwise disposing of merchandise, materials of all kinds and negotiations of loans thereon; to establish, lease, own, carry on stores and/or warehouses for the sale and/or storage of merchandise and equipment; to have one or more offices; and generally to do all things which may be necessary and proper in connection with any business conducted by it and which might not be contrary to law, including the conducting of a business and/or businesses for the sale of beauty supplies, instruction, services and goods.

(b) To borrow money and to pledge as collateral therefore any and all of the assets of the Corporation.

(c) To maintain margin accounts and make short sales of all kinds and descriptions.

(d) To engage in any other business of whatsoever kind and description within the State of Maryland or elsewhere that may be directly or indirectly calculated to effectuate the objects and purposes of the Corporation or any of them.

(e) To acquire good will, trade name, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm or association or corporation engaged in a similar business, and to pay for same in cash and stock of this Corporation or otherwise.

(f) To acquire by subscription, purchase, exchange, or to otherwise acquire, and hold for investment or otherwise to use, sell, dispose, pledge, mortgage, or hypothecate any bonds, stocks or other obligations of any corporation while the owner thereof, to exercise all of the rights, powers and privileges of ownership thereof, to borrow money and issue notes and bonds as authorized by the laws of this State, to execute mortgages, deeds of trust, or other forms of contracts as securities for same and guaranteeing the payment thereof.

(g) To consolidate with other corporations engaged in any business similar or analogous to those of this Corporation or to any of the objects of this Corporation.

(h) To carry on any lawful business and to have and to exercise all powers conferred by the general laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all of the powers, rights, and privileges granted to or conferred upon corporations of this charter by said general laws, now or hereafter in force; and the enumeration of certain powers as herein specified not being intended to exclude any other character by said general laws now or hereafter in force; and that said Corporation is formed under the articles, conditions and provisions herein expressed and subject in all particulars to the limitations pertaining to corporations which are contained in the General Laws of this State.

3. The business and operations of said Corporation are to be carried on in the State of Maryland and elsewhere in the United States and in such other localities as the Board of Directors deem advisable.

4. The post office address of the place of business at which the principal office of the Corporation shall be located in the State of Maryland is 26 East Antietam Street, Hagerstown, Maryland. The Resident Agents of the Corporation are BUTLER WALLACE and CHARLES WALLACE, 26 East Antietam Street, said Resident Agent is a citizen of the State of Maryland and actually reside therein.

5. The total amount of authorized capital stock is one hundred thousand (100,000) shares of the par value of One (\$1.00) Dollar per share.

6. The Board of Directors may issue from time to time shares of its stock with or without the par value of any class and securities convertible into shares of its stock with or without the par value of any class for such consideration as the said Board of Directors may deem advisable. The Board of Directors shall, ^{by} resolution, state its opinion of the actual value of any consideration other than money for which it authorizes shares of stock without par value or securities convertible into shares of stock without par value to be issued.

7. No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall, in any way, be affected by the fact that any of the Directors of this Corporation are ^{or} pecuniarily or otherwise interested in, are directors or officers of such other corporation; any directors individually, or any firm of which any directors may be a member or a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; any director of this Corporation who is also a director or officer of such corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not so interested and not such a director or officer of such corporation.

8. The Corporation shall have three (3) directors or more and the following named persons shall act as such until the first annual meeting or until their successors are duly chosen and qualified:

Butler Wallace, 26 East Antietam Street, Hagerstown, Maryland
Charles Wallace, 7248 Wisconsin Avenue, Bethesda, Maryland
David E. Snyder, 919 Eighteenth Street, N. W., Washington, D. C.

The Corporation may determine by its By-Laws the classification and number of its directors, which may from time to time be fixed at a number greater than that named in this charter, but shall never be less than three.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed our seals, this 18th day of August, 1966.

Butler Wallace (SEAL)
BUTLER WALLACE

Charles Wallace (SEAL)
CHARLES WALLACE

David E. Snyder (SEAL)
DAVID E. SNYDER

~~STATE OF MARYLAND~~
DISTRICT OF COLUMBIA) TO WIT:
~~STATE OF MARYLAND~~

I HEREBY CERTIFY that on this 18th day of August, 1966, before me, the subscriber, a Notary Public of the State of Maryland and City aforesaid personally appeared BUTLER WALLACE, CHARLES WALLACE and DAVID E. SNYDER, known to me to be the persons whose names are subscribed to the within instrument; and they acknowledge that they executed the same for the purposes therein contained.

AS WITNESS my hand and Notarial Seal the day and year first above written.



Barbara Ann McCormick
NOTARY PUBLIC, D.C.
My Commission Expires: 8/14/68

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 21521
DEC 2 12 45 PM '66
LISER
LAND & CONSTRUCTION
SALES

ARTICLES OF INCORPORATION

OF

HEAD'S HAIRSTYLISTS OF BETHESDA, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 26, 1966 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A: 8244

Recorded in Liber 7557, folio 457⁵, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00.....Recording fee paid \$10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Handwritten signature



Recorded December 2, 1966, Liber 16, Receipt No. 39321
HEAD'S HAIRSTYLISTS OF ANTIETAM, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That we, the subscribers, BUTLER WALLACE, whose post office address is 26 East Antietam Street, Hagerstown, Maryland; CHARLES WALLACE, WHOSE post office address is 7248 Wisconsin Avenue, Bethesda, Maryland; DAVID E. SNYDER, whose post office address is 919 Eighteenth Street, N. W. Washington, D. C. and each being twenty-one years of age, do hereby associate ourselves with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

1. The name of the corporation (hereinafter called the "Corporation") is

HEAD'S HAIRSTYLISTS OF ANTIETAM, INC.

2. The objects and purposes for which and for any of them, this Corporation is formed, and the business to be carried on by it are to do any and all of the following things:

(a) To purchase, sell, lease or otherwise acquire, hold, develop, improve, mortgage, exchange, let or in any manner encumber or dispose of real property, fee simple and leasehold, wherever situate; to buy, store, sell, handle, deal in and otherwise dispose of goods, wares, merchandise and services of all kinds and descriptions; to conduct a general brokerage agency and commission business for others in the purchase, storage, sale and handling and otherwise disposing of merchandise, materials of all kinds and descriptions and negotiations of loans thereon; to establish, lease, own, carry on stores and/or warehouses for the sale/and/or storage and/or warehouses for the sale and/or storage of merchandise and equipment to have one or more offices; and generally, to do all things which may be necessary and proper in connection with any business conducted by it and which might not be contrary to law, including the conducting of a business and/or businesses for the sale of beauty supplies, instruction, services and goods.

(b) To borrow money and to pledge as collateral therefore any and all of the assets of the Corporation.

(c) To maintain margin accounts and make short sales of all kinds and descriptions.

(d) To engage in any other business of whatsoever kind and description within the State of Maryland or elsewhere that may be directly or indirectly calculated to effectuate the objects and purposes of the Corporation or any of them.

(e) To acquire good will, trade name, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm or association or corporation engaged in a similar business, and to pay for same in cash and stock of this Corporation or otherwise.

(f) To acquire by subscription, purchase, exchange, or to otherwise acquire, and hold for investment or otherwise to use, sell, dispose, pledge, mortgage, or hypothecate any bonds, stocks or other obligations of any corporation while the owner thereof, to exercise all of the rights, powers and privileges of ownership thereof, to borrow money and issue notes and bonds as authorized by the laws of this State, to execute mortgages, deeds of trust, or other forms of contracts as securities for same and guaranteeing the payment thereof.

(g) To consolidate with other corporations engaged in any business similar or analogous to those of this Corporation or to any of the objects of this Corporation.

(h) To carry on any lawful business and to have and to exercise all powers conferred by the general laws of the State of Maryland upon corporations formed thereunder, to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon corporations of this charter by said general laws, now or thereafter in force; and the enumeration of certain powers as herein specified not being intended to exclude any other character by said general laws now or hereafter in force; and that said Corporation is formed under the articles, conditions and provisions herein expressed and subject in all particulars to the limitations pertained to corporations which are contained in the General Laws of this State.

3. The business and operations of said Corporation are to be carried on in the State of Maryland and elsewhere in the United States and in such other localities as the Board of Directors deem advisable.

4. The Post office address of the place of business at which the principal office of the Corporation shall be located in the State of Maryland is 26 East Antietam Street, Hagerstown, Maryland. The Resident Agents of the Corporation are Butler Wallace and Charles Wallace, said Resident Agents are citizens of the State of Maryland and actually reside therein.

5. The total amount of authorized capital stock is one hundred thousand (100,000) shares of the par value of One (\$1.00) Dollar per share.

6. The Board of Directors may issue from time to time shares of its stock with or without the par value of any class and securities convertible into shares of its stock with or without the par value of any class for such consideration as the said Board of Directors may deem advisable. The Board of Directors shall, by resolution, state its opinion of the actual value of any consideration other than money for which it authorizes shares of stock without par value or securities convertible into shares of stock without par value issued.

7. No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall, in any way, be affected by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any directors may be a member or a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; any director of this Corporation who is also a director or officer of such corporation or who is so interested may be counted in determining the existence of quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not so interested and not such a director or officer of such corporation.

8. The Corporation shall have three (3) directors or more and the following named persons shall act as such until the first annual meeting or until their successors are duly chosen and qualified:

- Butler Wallace, 26 East Antietam Street, Hagerstown, Maryland
- Charles Wallace, 7248 Wisconsin Avenue, Bethesda, Maryland
- David E. Snyder, 919 Eighteenth Street, N. W. Washington, D. C.

The Corporation may determine by its By-Laws the classification and number of its directors, which may from time to time be fixed at a number greater than that named in this charter, but shall never be less than three (3).

IN WITNESS WHEREFORE, we have hereunto set our hands and affixed our seals, ~~to~~ this 18th day of August 1966.

Butler Wallace (SEAL)
BUTLER WALLACE

Charles Wallace (SEAL)
CHARLES WALLACE

David E. Snyder (SEAL)
DAVID E. SNYDER

XXXXXXXXXXXXXXXXXXXXX
DISTRICT OF COLUMBIA) TO WIT:
XXXXXXXXXXXXXXXXXXXXX

I HEREBY CERTIFY that on this 18th day of August, 1966 before me, the subscriber, a Notary Public in and for the City and State aforesaid personally BUTLER WALLACE, CHARLES WALLACE, and DAVID E. SNYDER, known to me to be the persons whose names are subscribed to the within instrument; and they acknowledged that they executed the same for the purposes therein contained.

AS WITNESS my hand and Notarial Seal the day and year first above



Barbara Ann Mc Cormick
NOTARY PUBLIC, D.C.
My Commission Expires: 8/14/68

OF

HEAD'S HAIRSTYLISTS OF ANTIETAM, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 26 1966 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD AUG 26 1966 4 45 PM '66

A: 8245

Recorded in Liber 7557, folio 462, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00 Recording fee paid \$10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles P. Brantley



Recorded December 2, 1966, Liber 16, Receipt No. 39321
MARGEO, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, George G. Snyder, whose address is 34 Cumberland St., Clear Spring, Maryland; Margaret A. Snyder, whose address is 34 Cumberland St., Clear Spring, Maryland; and John W. Hogan, whose address is 140 Greenmount Ave., Hagerstown, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves together for the purpose of forming a corporation.

SECOND: That the name of the corporation is MARGEO, INC.

THIRD: The purpose for which the corporation is formed and the businesses or objects to be carried on and promoted by it are as follows: to buy, own, sell, lease, rent, take option and trade in real property; and to make, contract, incur liabilities and borrow money, to sell, mortgage, lease, pledge, exchange, convey, transfer and otherwise dispose of all or any part of its property and assets; to issue bonds, notes and other obligations and secure the same by mortgage or deed of trust of all or any part of its property and income; to discount, trade or sell accounts and notes receivables; to acquire by purchase, lease or in any other manner and to take, receive, own, hold, use, employ, improve and otherwise deal with any property, real or personal or any interest therein; to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge or otherwise dispose of and otherwise use and deal in and with, shares or other interest in or obligations of, other corporations of this State, of foreign corporations, and associations, partnerships, and individuals. It is also the intention that the Margeo, Inc. shall be authorized to exercise and enjoy all other powers, rights and privileges granted and conferred upon corporations of this character, by the laws of the State of

Maryland, and that the enumeration of certain powers as herein defined is not intended as exclusive of, or as a waiver of other powers, rights or privileges granted or conferred by the laws of said State, now or hereafter enforce except as in this article expressly limited and restricted.

FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is, 34 Cumberland St., Clear Spring, Maryland. The resident agent of the Corporation is George G. Snyder, whose address is 34 Cumberland St., Clear Spring, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) Directors, and George G. Snyder, Margaret A. Snyder and John W. Hogan, shall act as such until the first meeting or until their successors are duly chosen and qualified. The number of directors may be changed in such lawful manner as the By-laws may from time to time provide but in no case shall the number be less than three.

SIXTH: The total amount of Capital Stock of the said corporation is \$100,000.00, divided into 10,000 shares of the par value of \$10.00 each and designated as common stock.

IN WITNESS WHEREOF, we have signed these articles of incorporation on this 2nd day of September A.D. 1966.

TEST:

Ruth H. Sampson
Ruth H. Sampson

Ruth H. Sampson
Ruth H. Sampson

Alyce E. Houck
Alyce E. Houck

George G. Snyder
George G. Snyder

Margaret A. Snyder
Margaret A. Snyder

John W. Hogan
John W. Hogan

GEORGE G. SNYDER
ATTORNEY-AT-LAW
612 MD. NATIONAL
BANK BLDG.
HAGERSTOWN, MARYLAND

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 2nd day of September A.D. 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared George G. Snyder, Margaret A. Snyder and John W. Hogan and did severally acknowledge the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

Ruth H. Sampson
Ruth H. Sampson
Notary Public
My Commission Expires:
July 1st 1967



STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 31221
REC 2 12 45 PM '66
LAND MORTGAGE SALE

ARTICLES OF INCORPORATION
OF
MARGEO, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 7, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 8347

Recorded in Liber 7558, folio 517, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. Bentley



Recorded December 2, 1966 , Liber 16, Receipt No. 39321

WOLFKILL VAULT SERVICE, INC.

ARTICLES OF INCORPORATION

FIRST: WE, THE UNDERSIGNED, BETTY DAVISON, whose post office address is 1722-A Forrest Avenue, Fort George E. Meade, Maryland, BLAINE P. FRIEDLANDER, whose post office address is 1210 Shoreham Building, 806 Fifteenth Street, N. W., Washington, D. C., and BERNARD H. CONN, whose post office address is 1210 Shoreham Building, 806 Fifteenth Street, N. W., Washington, D. C., each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is WOLFKILL VAULT SERVICE, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To engage in manufacturing, jobbing, fabricating, buying, selling, and in general dealing in burial vaults made of concrete and all other material, and to engage in and carry on any other business which may be advantageously conducted in conjunction with any business of the Corporation.

(b) To acquire the good will, rights, property and assets of all kinds of any person, firm or Corporation, domestic or foreign and pay for the same in money, stock, bonds, debentures, or other securities of this Corporation or otherwise in any manner permitted by law.

(c) To purchase, hold, retire or reissue shares of its capital stock of any class now or hereafter authorized in the manner provided by the Code of Public General Laws of the State of Maryland.

(d) To import, export, manufacture, produce, buy, sell and otherwise deal in and with, goods, wares and merchandise of every class and description.

(e) To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise, dispose of the same.

(e) 1. To transport and install burial vaults and to furnish grave site equipment generally used in burial services and to render such other funeral services as are customary.

(f) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

(g) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable instruments, and to redeem any debt or other obligation before the same shall fall due on any terms and on any advance or premium.

(h) To conduct its business in the State of Maryland, other states, the District of Columbia, the territories, colonies and possessions of the United States and in foreign countries; to have one or more offices out of the State of Maryland, as well as within said State, and to hold, purchase, mortgage, and convey real and personal property out of the State of Maryland as well as within said State.

(i) In general, to do any and all things and exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant of the laws of the State of Maryland and any amendments thereto.

(j) It is the intention that the objects and purposes specified in this Third Article, shall not, unless otherwise specified herein, be in any wise limited or restricted by this or any other Article in this Certificate of Incorporation, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be separately construed as to both purposes and powers and, generally, that the Corporation shall be authorized to exercise and enjoy all powers, rights, franchises and privileges, granted to or conferred upon Corporations of this character by the laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights, franchises or privileges granted or conferred by the laws of said State now or that may hereafter be in force.

FOURTH: The post office address of the principal office of the Corporation in this State is 304 First Federal Building, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State are Mr. John K.

Baker, III, 304 First Federal Building, Hagerstown, Maryland. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is five hundred (500) shares without par value, all of one class.

The following is a description of the stock of the Corporation with the preferences, conversion and other rights, voting powers, restrictions, limitations, as to dividends and qualifications:

The holders of the Common Stock shall be entitled to receive such dividends as may be declared on said stock by the Board of Directors out of the surplus or net profits of the Corporation and the holders of said Common Stock shall have full and exclusive voting powers.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Betty Davison, Blaine P. Friedlander, and Bernard H. Conn.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 6 day of September, 1966.

Witness:

Betty Davison
Betty Davison

Blaine P. Friedlander
Blaine P. Friedlander

Bernard H. Conn
Bernard H. Conn

DISTRICT OF COLUMBIA, ss:

I HEREBY CERTIFY that on the 6th day of September, 1966, before me, the subscriber, a Notary Public of the District of Columbia, personally appeared Betty Davison, Blaine P. Friedlander and Bernard H. Conn and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and notarial seal, the day and year last above written.

Margaret J. Futrell
Notary Public

My Commission Expires:

Oct 14 1967



ARTICLES OF INCORPORATION

OF

WOLFkill VAULT SERVICE, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. *2232*
Dec 2 12 45 PM '66
LIBER FOLIO
LAND MORTGAGE SALES

approved and received for record by the State Department of Assessments and Taxation of Maryland September 8, 1966 at 2:34 o'clock P. M. as in conformity with law and ordered recorded.

A. 8390

Recorded in Liber 7559, folio 32, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00.....Recording fee paid \$10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Handwritten signature



Recorded December 2, 1966, Liber 16, Receipt No. 39321

ARTICLES OF INCORPORATION
OF
MENNONITE FRIENDSHIP HOUSE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Silas S. Martin, whose post office address is Route 6, Hagerstown, Maryland, Maurice S. Martin, whose post office address is Route 6, Hagerstown, Maryland, and Menno A. Martin, whose post office address is Route 5, Hagerstown, Maryland; all being at least 21 years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is:

MENNONITE FRIENDSHIP HOUSE, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

To organize and operate an association exclusively for charitable purposes, no part of the net earnings of which is to inure to the benefit of any member, shareholder or other individual.

For the general purposes aforesaid and limited to those purposes, the Corporation shall have the following powers and purposes:

A. To establish a religious center for the promotion of the Mennonite order, and for the dissemination of its tenets and doctrines; to promote a spirit of brotherhood and a closer association between the members of the organization; to safeguard and transmit to posterity the teachings of the Mennonite order as well as to teach the same to our individual members and to the community at large; to assist in charitable work deemed beneficial and to the best interests of the order, and to society as a whole; to accept properly screened applicants for shelter, recreation and a retreat in a religious atmosphere; and to do and transact all business properly connected with or incidental to the objects and purposes aforesaid.

FOURTH: The post office address of the principal office of the Corporation in this state is 2315 Pennsylvania Avenue, Hagerstown, Maryland. The resident agent of the Corporation is Silas S. Martin, whose post office address is Route 6, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock. The following shall be the first members of the Corporation:

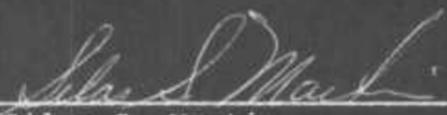
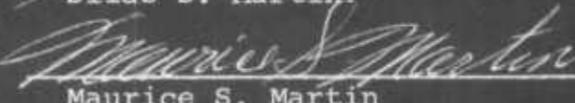
Silas S. Martin
Maurice S. Martin
Menno A. Martin

Members may resign or be removed, vacancies may be filled and additional members elected, as provided in the By-Laws which may prescribe different classes of members and prescribe the powers and duties of each class.

SIXTH: The Corporation shall have three directors and Silas S. Martin, Maurice S. Martin and Menno A. Martin shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on *September 12*, A.D., 1966.

WITNESS TO ALL SIGNATURES:

		(SEAL)
	Silas S. Martin.	
		(SEAL)
	Maurice S. Martin	
		(SEAL)
Rosalyn D. Wolford	Menno A. Martin	

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:-

I HEREBY CERTIFY, That on this *12th* day of *September* A.D., 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Silas S. Martin, Maurice S. Martin and Menno A. Martin, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal the day and date last above written.


Notary Public
My Comm. Exp: July 1, 1967



ARTICLES OF INCORPORATION

OF

ENNONITE FRIENDSHIP HOUSE, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 1245
DEC 2 12 45 PM '66
LIBERTY FOLIO
LAND RECORDS DIVISION

approved and received for record by the State Department of Assessments and Taxation of Maryland September 13, 1966 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 8429

Recorded in Liber 7559, folio 362 ³ of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



Recorded December 2, 1966, Liber 16, Receipt No. 39321
ARTICLES OF INCORPORATION

OF

BROADFORDING CHURCH OF GOD

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, David L. Resh, Sr., whose postoffice address is Route 4, Hagerstown, Maryland; Archie W. Michael, whose postoffice address is Route 1, Clear Spring, Maryland; Robert E. Mowen, whose postoffice address is 111 Northema Avenue, Hagerstown, Maryland; William A. Spade, whose postoffice address is Route 4, Hagerstown, Maryland; and James T. Murphy, whose postoffice address is Route 4, Hagerstown, Maryland, each being at least twenty-one years of age, elected by the members of the Congregation of the Broadfording Church of God to act as Trustees in the name and on behalf of said Congregation to manage the estate, property, interest and inheritance of the same, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of the special provisions of the General Laws of the State of Maryland.

SECOND: The name of the Congregation and of the Corporation shall be Broadfording Church of God.

THIRD: The plan and purpose of the Corporation adopted at the meeting of the members of the Congregation electing the Trustees are as follows:

(1) To adopt a seal and by-laws, to purchase, receive, hold, manage and transfer property, to mortgage, lease, pledge, encumber and hypothecate property and further to facilitate the management of its corporate affairs in such a manner as may be directed by the Broadfording Church of God from time to time.

(2) To conduct a church for religious purposes, such purposes being the proclamation of the Gospel for the salvation of men; the shelter, nurture and spiritual fellowship of the children of God; the maintenance of divine worship; the preservation of the truth; the promotion of social righteousness; and the exhibition of the Kingdom of Heaven to the world.

(3) The trustees who shall be not less than four nor more than twenty-five (25), shall be elected each year at the annual meeting for a three year term. No one shall be elected trustee who is not a communicant member

of full age in good standing of this Church. The trustees shall be elected by the communicant members of the Church in good and regular standing. Vacancies on the board of trustees by reason of death, resignation or removal for other cause shall be filled at the next annual meeting of the Corporation unless the trustees by resolution earlier call a special meeting for such purpose.

(4) The subscribers hereto shall act as trustees of the Corporation until the next annual meeting of the Corporation.

FOURTH: The Church shall be located in Washington County, Maryland, and the mailing address of the Corporation is Route 4, Hagerstown, Maryland. The resident agent of the Corporation is David L. Resh, Sr., whose postoffice address is Route 4, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

IN WITNESS WHEREOF, we, the Trustees, have signed these Articles of Incorporation on this 21 day of September, 1966.

WITNESS:

Howard M Cunningham

David L. Resh Sr. (SEAL)
David L. Resh, Sr.

Archie W. Michael (SEAL)
Archie W. Michael

Robert E. Mowen (SEAL)
Robert E. Mowen

William A. Spade (SEAL)
William A. Spade

James T. Murphy (SEAL)
James T. Murphy

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-wit:

I HEREBY CERTIFY, That on this 21 day of September, 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared David L. Resh, Sr., Archie W. Michael, Robert E. Mowen, William A. Spade and James T. Murphy and severally acknowledged the foregoing Articles of Incorporation to be their act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Notarial Seal the day and year first above written.

My Commission Expires:
July 1, 1967

Freda Cunningham

Notary Public



STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 2582
DEC 2 12 45 PM '66
FOLIO
LAND & MORTGAGE SALES

ARTICLES OF INCORPORATION
OF
BROADFORDING CHURCH OF GOD

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 23, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 8585

Recorded in Liber 7061, folio 25, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles G. Bostgen



Recorded December 2, 1966 Liber 16, Receipt No. 39321
ARTICLES OF INCORPORATION

OF

ST. MARK'S EVANGELICAL LUTHERAN CHURCH OF WOLFSVILLE, INC.

PREAMBLE

BE IT KNOWN THAT we, the undersigned, DELPHIN L. FRUSHOUR, Route #1, Smithsburg, Maryland, GAIL GUYTON, Route #1, Smithsburg, Maryland, KENNETH W. FRUSHOUR, Route #1, Smithsburg, Maryland, CYRUS WOLFE, Route #1, Smithsburg, Maryland, WALTER BARKDOLL, Route #1, Smithsburg, Maryland, FLOYD SPADE, Route #1, Smithsburg, Maryland, GLENN PALMER, Route #1, Myersville, Maryland, IRL SEN-SENBAUGH, Route #1, Smithsburg, Maryland, and JOHN WARRENFELTZ, Route #1, Myersville, Maryland, all of whom are resident of the State of Maryland, above the age of twenty-one (21) years and adherents of the Lutheran Faith, a Christian denomination known and acknowledged in the State of Maryland and protected in the free and full exercise of its religion by the Constitution and laws thereof, do hereby, associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of the General Laws of the State of Maryland as applicable to religious corporations. And we do hereby declare ourselves to be and constitute the first Council of said church corporation.

ARTICLE I

The name of this Church corporation, hereinafter sometimes called "congregation", is ST. MARK'S EVANGELICAL LUTHERAN CHURCH OF WOLFSVILLE, INC.. The address of this church corporation is Route #1, Smithsburg, Maryland, which is also the principal office of the corporation. The resident agent shall be DELPHIN L. FRUSHOUR, whose address is Route #1, Smithsburg, Maryland, who is a citizen of this State and actually resides therein.

ARTICLE IIPURPOSES

The Purposes of this corporation are to provide for the worship and service of Almighty God according to the ritual and discipline of the Lutheran Church in America, or its lawful successor, in keeping with the prevailing doctrine of the said Church.

ARTICLE IIIMEMBERSHIP

Section 1. The congregation of this church corporation shall consist of the pastor, or pastors, and other baptized persons who have been received and continue in its fellowship.

Section 2. The right to vote at all annual and special meetings of the congregation shall be confined to eligible confirmed members in good standing as defined in the Constitution and/or By-Laws; and at all congregational meetings the presence in person of at least five (5) eligible voting members shall constitute a quorum.

ARTICLE IVTHE PASTOR

The pastor of this congregation shall be a minister of the Lutheran Church body of which this congregation is a member, or shall promptly apply to become a member thereof upon acceptance of the call of this congregation. Should the synod refuse to receive him, or should he be deposed from the office of the ministry, he shall automatically cease to be a pastor of this congregation.

ARTICLE VTHE CHURCH COUNCIL

SECTION 1. The church council, shall consist of the pastor or pastors, and not less than four (4) and not more than twenty-five (25) SOBER AND DISCREET PERSONS, elected from the membership of the congregation as hereinafter provided; the precise number of councilmen to be established from time to time by the Consti-

tution and/or By-Laws. The church council shall constitute a body politic or corporate to act as Trustees in the name and on behalf of the congregation of this church corporation, and, as such trustees, shall manage the estate, property, interests and inheritances of the said congregation.

SECTION 2. Members of the church council, with the exception of the pastor or pastors, shall be elected at the annual meeting of the congregation of this church corporation upon the majority vote of the eligible voting members as determined in ARTICLE III, SECTION 2 of these Articles of Incorporation, present in person and voting at said annual congregational meeting. Members of the church council, with the exception of the pastor or pastors, shall hold office for a period of three (3) years and until their respective successors are duly elected and installed. The membership of the church council, so far as possible, shall be divided into three (3) groups, so that one-third (1/3) of the members thereof shall be elected to office at each annual congregational meeting, for a term of three (3) years. Only members of the congregation who are themselves confirmed members in good standing above twenty-one (21) years of age shall be eligible for election as members of the church council. No member of the church council having served (one) 1 full term of three (3) years shall be eligible for reelection until one year after the expiration of his term of office.

SECTION 3. All lands, tenements and hereditaments, all rents and annuities, and all goods and chattels now vested in this church corporation, and all other property belonging to the corporation or that may hereafter be conveyed to, acquired by, or belong to the same, shall be vested in said body corporate, the church council, and its successors forever; and said body corporate shall have perpetual succession by the name of this church corporation. The church council shall be and it is hereby declared capable of bargaining,

selling, leasing, conveying, mortgaging, or making any other disposition of said property, or any part thereof, or any other property which may hereafter be acquired by said corporation, in as full and effectual a manner as any person or body corporate may or can do; however, in the case of real property or any other property with a value in excess of Five-Hundred (\$500.00) Dollars, such action shall require the prior consent and approval of two-thirds (2/3) of the eligible voting members as determined in ARTICLE III, SECTION 2 of these Articles of Incorporation, who shall attend and vote at a meeting called for that purpose after due notice thereof shall have been given at the services of worship on the preceding two (2) consecutive Sundays, or by mail to all eligible voting members at least ten (10) days in advance of the date of the meeting. All acts, deeds and mortgages of the said corporation shall be signed by the President or Vice-President of the corporation, on behalf of the corporation, and sealed with its corporate seal, attested by its Secretary or Assistant Secretary; and all acts, deeds, and mortgages for the conveyance of any land or other property of the corporation which by law ought to be acknowledged and recorded shall be signed and sealed as aforesaid and shall be acknowledged on behalf of the corporation by its President, or Vice-President; and all acts, deeds and mortgages of the corporation so authenticated shall be deemed valid.

ARTICLE VI

THE SEAL

The congregation of this church shall adopt a seal, the description for which shall be set forth in the Constitution and/or By-Laws.

ARTICLE VII

CONSTITUTION AND/OR BY-LAWS

A constitution and/or By-Laws not in conflict with this Charter or these Articles of Incorporation or plan of government or regula-

tion, may be adopted, and may be amended or rescinded by the congregation of this church corporation in accordance with procedures set forth in the Constitution and/or By-Laws providing for such amendment.

ARTICLE VIII

AMENDMENTS

This Charter, or these Articles of Incorporation, or plan of government or regulation may at any time, and from time to time, be altered or amended, in accordance with the applicable provisions of the laws of the State of Maryland relating to religious corporations, or any supplement, amendment or addition thereto, at any annual or special meeting of the members of the congregation of this church corporation by the two-thirds (2/3) affirmative vote of the eligible voting members as determined in ARTICLE III, SECTION 2 of these Articles of Incorporation, above twenty-one (21) years of age, present in person and voting at said congregational meeting, provided, that if done at a special congregational meeting, announcement of such special meeting shall have been given at the services of worship on the preceding two (2) consecutive Sundays, or by mail to all eligible voting members at least ten (10) days in advance of the date of the meeting, and that such notice state the substance of the amendment to be presented for action at such special meeting.

IN WITNESS WHEREOF, we have signed this Charter or these Articles of Incorporation this 27th day of August, 1966.

WITNESS:

Merle R. Gave

Delphin L. Frushour [SEAL]
DELPHIN L. FRUSHOUR

Merle R. Gave

Gail Guyton [SEAL]
GAIL GUYTON

WITNESS:

Merle R. Gaver *Kenneth W. Frushour* [SEAL]
 KENNETH W. FRUSHOUR

Merle R. Gaver *Cyrus E. Wolfe* [SEAL]
 CYRUS WOLFE

Merle R. Gaver *Walter E. Barkdoll* [SEAL]
 WALTER BARKDOLL

Merle R. Gaver *Floyd Spade* [SEAL]
 FLOYD SPADE

Merle R. Gaver *Glenn Palmer* [SEAL]
 GLENN PALMER

Merle R. Gaver *Idl Sensesbaugh* [SEAL]
 IRL SENSENBAUGH

Merle R. Gaver *John Warrenfeltz* [SEAL]
 JOHN WARRENFELTZ

STATE OF MARYLAND :
 COUNTY OF Washington : SS:

I HEREBY CERTIFY, that on this 27th day of August 1966, before me, the subscriber, personally appeared, DELPHIN L. FRUSHOUR, GAIL GUYTON, KENNETH W. FRUSHOUR, CYRUS WOLFE, WALTER BARKDOLL, FLOYD SPADE, GLENN PALMER, IRL SENSENBAUGH and JOHN WARRENFELTZ and they severally acknowledge the foregoing Charter or Articles of Incorporation and the execution thereof to be their act.

WITNESS my hand and Notarial Seal.

Esther L. Giesemich
 Notary Public, Maryland.
 My Commission expires on: 7-1-67

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 4922
DEC 2 12 45 PM '66
DEPT. OF ASSESSMENTS AND TAXATION

ARTICLES OF INCORPORATION

OF

MARK EVANGELICAL LUTHERAN CHURCH OF WOLFVILLE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 6, 1966 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 8398

Recorded in Liber 7559, folio 162, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$12.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles B. Bantz



Received for record December 2, 1966, Liber 16, Receipt No. 39321

ARTICLES OF INCORPORATION

OF

HARLO, INC.

This Is To Certify:

FIRST: That we, the subscribers, Martin H. Carey, Jr., whose post office address is 2226 Cloverleaf Road, Hagerstown, Maryland; Lorraine E. Carey, whose post office address is 2226 Cloverleaf Road, Hagerstown, Maryland; and Judith L. Harshman, whose post office address is 41 East Longmeadow Road, Hagerstown, Maryland; all being at least twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporation, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the Corporation) is:

HARLO, INC.

THIRD: The purpose or purposes for which the Corporation is formed and the business or objects to be carried on or promoted by it are as follows:

(A) To introduce, erect, operate, conduct, manage, maintain, and carry on a restaurant, including drive-in type restaurants, cafe, and cabaret business; to buy, sell, lease, or otherwise dispose of, and to operate, conduct, furnish, equip, and manage restaurants, inns, eating houses, taverns, cabarets, cafes, or places of entertainment, and generally to do and perform everything necessary for carrying out the aforesaid purposes. To buy, or otherwise acquire, manufacture, market, prepare for market, sell, deal in, and deal with, import, and export food and food products of every class and description, fresh, canned, preserved, or otherwise, and to prepare and serve all food, beverages, alcoholic or nonalcoholic, and other preparations and refreshments of all kinds.

(B) To operate, conduct, establish, and maintain

a business devoted to the sale of restaurant supplies and restaurant supply equipment, both wholesale and retail, and to engage in such other business in connection therewith, and in the sale of such other commodities as may be advantageous to the corporation. 201

(C) To acquire and operate ice cream and soda fountains, together with all of the fixtures, equipment, machinery, and dishes necessary in connection with a restaurant and ice cream and soda fountain business.

(D) To buy, sell, exchange, and generally deal in real estate, improved and unimproved, and buildings of every class and description; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to improve, manage, operate, sell buy, mortgage, lease, or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; to draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation; to carry on all or any of its operations without restriction or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any state, district, territory, colony, or foreign country subject to the laws of such state, territory, or foreign country.

(E) This corporation is formed on and subject to

the articles, conditions and provisions herein expressed and to the provisions and limitations relating to corporations which are contained in the Public General Laws of the State of Maryland and said corporation shall have full power to do any and all of the acts, matters and things hereinbefore set forth and shall also have all the power insofar as the same may be applicable to it and enumerated and more particularly set out in Article 23 of the Code of Public General Laws of Maryland relating to Corporations, and all amendments and supplements thereto, and to do every act or thing not inconsistent with law which may be appropriate to promote and attain the objects and purposes for which or for any of which this Corporation is formed.

The aforesaid enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions, and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

FOURTH: The principal office of said Corporation will be located at 2226 Cloverleaf Road, Hagerstown, Washington County, Maryland; the resident agent of the Corporation is Martin H. Carey, Jr., whose post office address is 2226 Cloverleaf Road, Hagerstown, Washington County, Maryland, said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand (100,000) shares of the par value of One (\$1.00) Dollar per share, all of which shares are common stock and having an aggregate par value of One Hundred Thousand (\$100,000) Dollars.

SIXTH: The number of directors of the Corporation shall be Three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be

less than three; and the names of the directors who shall act until
the first annual meeting or until their successors are duly chosen
and qualify are Martin H. Carey, Jr., Lorraine E. Carey, and Judith
L. Harshman. 203

SEVENTH: The following provision is hereby adopted
for the purpose of defining, limiting and regulating the powers of
the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is
hereby empowered to authorize the issuance from time to time of
shares of its stock, whether now or hereafter authorized, or
securities convertible into shares of its stock of any class or
classes, whether now or hereafter authorized; for such considera-
tions as said Board of Directors may deem advisable, subject to
such limitations and restrictions, if any, as may be set forth in
the by-laws of the Corporation.

EIGHTH: The duration of the Corporation shall be
perpetual.

NINTH: The Corporation may enter into contracts or
transact business with one or more of its directors or with any
firm of which one or more of its directors are members, or with
any corporation or association in which one or more of its
directors are stockholders, directors or officers, and such con-
tract or transaction shall not be invalidated or in anywise
affected by the fact that any such director or directors might
have interests therein which are or might be adverse to the interests
of this Corporation, even though the vote of the director or
directors having such adverse interests shall have been necessary
to obligate this Corporation upon such contract or transaction;
and no director or directors having such adverse interest shall
be liable to this Corporation or to any stockholder or creditor
thereof, or to any other person, for any loss incurred by it under
or by reason of any such contract or transaction; nor shall any
such director or directors be accountable for any gains or profits
realized thereon; always provided, however, that such contract or
transaction shall, at the time it was entered into, have been a
reasonable one to have been entered into and shall have been upon
terms that at the time were fair, and provided that the fact that
such director or directors are so interested shall have been dis-
closed to the Board of Directors or shall have been known to a
majority of the Board of Directors.

TENTH: The affirmative vote of the stockholders holding all of the issued and outstanding shares shall be necessary to constitute a quorum at any stockholders' meeting and to pass any resolution or to take any action requiring the vote of stockholders.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on the 24 day of August, A.D., 1966.

WITNESS:

James H. [Signature]

Martin H. Carey, Jr.
Martin H. Carey, Jr.

Jane [Signature]

Lorraine E. Carey
Lorraine E. Carey

Jane [Signature]

Judith L. Harshman
Judith L. Harshman

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 24 day of August, 1966, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Martin H. Carey, Jr., Lorraine E. Carey, and Judith L. Harshman, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.



Mary Bishop
Notary Public

My Commission Expires:
July 1, 1967.

OF
HARLO, INC.

STP 10 OF 10
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECORD NO. *104*
DEC 2 12 45 PM '66
LAND RECORDS - SALES

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 30, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 8269

Recorded in Liber 7557, folio 601, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 12.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



Recorded December 2, 1966, Liber 16, Receipt No. 39321
ARTICLES OF AMENDMENT

THE CUSHWA BRICK AND BUILDING SUPPLY COMPANY

THE CUSHWA BRICK AND BUILDING SUPPLY COMPANY, a Maryland Corporation, having its principal office in Williamsport, Maryland, (hereinafter called the: "Corporation"), hereby certifies to the Department of Assessments and Taxation of the State of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended by an additional paragraph of the Certificate of Incorporation numbered Article VIII which is as follows:

EIGHTH: At the option of the Board of Directors, an offer made by any Shareholder at any time to transfer the whole or any part of the stock of the Corporation outstanding may be accepted, and said stock redeemed at such price and upon such terms as the Board of Directors may determine to be in the best interests of the Corporation. Once the offer is accepted by the Board of Directors, the holders of the stock to be transferred shall have no further right as Shareholders of the Corporation but shall be entitled only upon presentation of the certificates, properly endorsed, to receive the redemption value thereof, as stated above. Said stock shall thereafter have the status of authorized but unissued stock.

SECOND: The Board of Directors of the Corporation at the meeting duly convened and held on August 16, 1966, adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that the said amendment of the Charter was advisable and directing that it be submitted for action thereon at a special meeting of the Stockholders of the Corporation to be held on August 16, 1966.

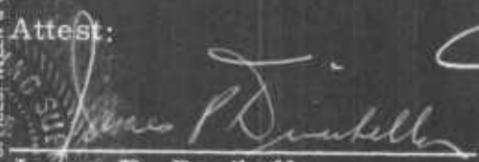
THIRD: Notice setting forth a summary of the changes to be affected by said amendment of the Charter and stating that a purpose of the meeting of the Stockholders would be to take action thereon, was given as per a unanimous consent by all Stockholders, to all of said Stockholders entitled to vote thereon, and like notice by unanimous consent was given to all Stockholders of the

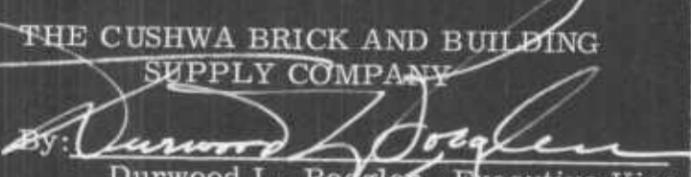
Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the Charter would be altered by the said amendment.

FOURTH: The amendment of the Charter of the Corporation as hereinabove set forth was approved by the Stockholders of the Corporation at said meeting by the unanimous vote of all the Stockholders entitled to vote.

FIFTH: The amendment of the Charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the Stockholders of the Corporation.

IN WITNESS WHEREOF, The Cushwa Brick and Building Supply Company has caused these presents to be signed in its name and on its behalf by ~~its President or~~ one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by ~~its Secretary or~~ one of its Assistant Secretaries, on this 15th day of SEPTEMBER, 1966.

Attest:

James P. Ducibella,
Assistant Secretary

THE CUSHWA BRICK AND BUILDING
SUPPLY COMPANY
By: 
Durwood L. Boeglen, Executive Vice
President



STATE OF MARYLAND
COUNTY OF PRINCE GEORGE'S: To-wit:

I HEREBY CERTIFY that on the 15th day of September, 1966, before me, the subscriber, a Notary Public in and for the jurisdiction aforesaid, personally appeared Durwood L. Boeglen, Executive Vice President of The Cushwa Brick and Building Supply Company, a Maryland corporation, and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared James P. Ducibella and made oath in due form of law that he was Assistant Secretary of the meeting of Stockholders of said Corporation at which the Amendment of the Charter of the Corporation as set forth above was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and notarial seal, the day and year last above written.

My commission expires:
July 1, 1967


Loretta L. Shackelford
Notary Public



ARTICLES OF AMENDMENT

OF

CUSHWA BRICK AND BUILDING SUPPLY COMPANY

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 2132
DEC 2 12 45 PM '66
LAND RECORDS - SALE

approved and received for record by the State Department of Assessments and Taxation of Maryland September 21, 1966 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A: 8542

Recorded in Liber 7560, folio 390 ³ one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$ 10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Barton



Received for record January 4, 1967 at 10:00 A.M. Receipt No. 40207

ARTICLES OF MERGER

ARTICLES OF MERGER, dated this 30th day of JUNE, 1966, by and between Long Meadow Bowl, Inc., a Maryland Corporation, hereinafter sometimes called the Surviving Corporation, and Turlong, Inc., a Maryland Corporation hereinafter sometimes called the Merging Corporation:

WITNESSETH:

1. Long Meadow Bowl, Inc., and Turlong, Inc., which are the Corporations parties to these Articles of Merger and both hereby agree to effect the merger herein provided for upon the terms and conditions hereinafter set forth.

2. Long Meadow Bowl, Inc., is the Corporation which will survive the merger and it will continue under the name

LONG MEADOW BOWL, INC.

3. No amendments to the Charter of the Surviving Corporation are made as a part of this merger.

4. The total amount of the authorized capital stock of each of the corporations parties to these Articles of Merger is as follows:

(a) Long Meadow Bowl, Inc., has an authorized capital stock consisting of 10,000 shares of the par value of \$10.00 Dollars per share, all of which shares are common stock and having an aggregate par value of \$100,000.00 Dollars.

(b) Turlong, Inc., has an authorized capital stock of 10,000 shares of the par value of \$10.00 Dollars per share all of which shares are of one class and are designated common stock, the aggregate par value of all shares is \$100,000.00 Dollars.

5. The number of shares of stock of the Surviving Corporation to be issued for shares of stock of each of the corporations parties to these Articles of Merger and the manner of converting the stock of each of such corporations into stock of the Surviving Corporation are as follows:

(a) 450 shares of the \$10.00 Dollars par value common stock of the Surviving Corporation shall be issued by the Surviving Corporation in exchange for the presently issued and outstanding 200 shares of the \$10.00 Dollars par value capital stock of the Merging Corporation at the rate of 1.9 shares of common stock of the Surviving Corporation for 1 shares of the capital stock of the Merging Corporation.

(b) Each of the 950 shares of \$10.00 Dollars par value common stock of the Surviving Corporation presently held by holders other than the Merging Corporation, shall automatically continue as shares of common stock of the Surviving Corporation.

(c) After the merger is effected the Surviving Corporation shall have 950 shares of capital stock having an aggregate par value of \$10.00 Dollars issued and outstanding, all of which will be common stock of the Surviving Corporation.

6. The principal offices in the State of Maryland of both corporations parties to these Articles of Merger are located in Washington County. The Merging Corporation does not own any property in the State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

7. The proposed form of these Articles of Merger was submitted to the Board of Directors of Long Meadow Bowl, Inc., at a special meeting of said Board of Directors duly held at the office of said corporation at 140 West Washington Street on the 15th day of June, 1966, and the said Board of Directors adopted resolutions declaring that the proposed merger is advisable upon the terms and conditions set forth in these Articles of Merger, directing that the proposed Articles of Merger be submitted for action thereon at a special meeting of the stockholders of said corporation to be held on the 30th day of June, 1966, and authorizing the execution and filing of these Articles of Merger if the same were approved by the stockholders. Notice stating that a purpose of such meeting of the stockholders would be to take action on the proposed Articles of Merger was given by Long Meadow Bowl, Inc., to all of its stockholders entitled to vote thereon, and there were no stockholders not entitled to vote thereon. A special meeting of the stockholders of the Long Meadow Bowl, Inc., was duly held on the 30th day of June, 1966, at the office of said corporation in Hagerstown, Maryland, and at said meeting the proposed Articles of Merger were approved by the stockholders by the affirmative vote of more than two-thirds (2/3rds) of all the votes entitled to be cast thereon.

8. The proposed form of these Articles of Merger was submitted to the Board of Directors of Turlong, Inc., at a special meeting of said Board of Directors duly held at the office of said corporation at 140 West Washington Street on the 15th day of June, 1966, and the said Board of Directors adopted resolutions declaring that the proposed merger is advisable upon the terms and conditions set forth in these Articles of Merger, directing that the proposed Articles of Merger be submitted for action thereon at a special meeting of the stockholders of said corporation to be held on the 30th day of June, 1966, and authorizing the execution and filing of these Articles of Merger if the same were approved by the stockholders. Notice stating that a purpose of such meeting of the stockholders would be to take action of the proposed Articles of Merger was given by Turlong, Inc., to all of its stockholders entitled to vote thereon, and there were no stockholders not entitled to vote thereon. A special meeting of the stockholders of Turlong, Inc., was duly held on the 30th day of June, 1966, at the office of the said corporation in Hagerstown, Maryland and at said meeting the proposed Articles of Merger were approved by the stockholders by the affirmative vote of more than two-thirds (2/3rds) of all the votes entitled to be cast thereon.

9. These Articles of Merger were duly advised by the Board

of Directors of Long Meadow Bowl, Inc., and approved by its stockholders by the vote required by Article 23 of the Annotated Code of Maryland by its Charter.

10. These Articles of Merger were duly advised by the Board of Directors of Turlong, Inc., and approved by its stockholders by the vote required by Article 23 of the Annotated Code of Maryland by its Charter.

11. These Articles of Merger shall be effective when they have been accepted for record by the State Department of Assessments and Taxation.

12. Upon the effective date of these Articles of Merger the separate existence of the Merging Corporation, Turlong, Inc., shall cease and all property, rights, privileges and franchises of whatsoever nature and description of the Merging Corporation shall be transferred to, vested in and devolved upon Long Meadow Bowl, Inc., the Surviving Corporation, and the Surviving Corporation shall be liable for all the debts and obligations of the Merging Corporation; provided, however, that notwithstanding any provision hereof confirmatory deeds, assignments and other like instruments may, at any time and from time to time, when deemed desirable to evidence such transfer, vesting or devolution of any property, rights, privileges or franchises of the Merging Corporation, be made and delivered in the name of the Merging Corporation by the last acting officers thereof or by the corresponding officers of the Surviving Corporation.

IN WITNESS WHEREOF, each corporation party to these Articles of Merger has caused these Articles of Merger to be signed and acknowledged in its name and on its behalf by its respective President and its respective corporate seal to be hereunto affixed and attested by its respective Secretary.



LONG MEADOW BOWL, INC.
BY Hayne E. Hook
Secretary
Long Meadow Bowl, Inc.

LONG MEADOW BOWL, INC.
BY Franklin R. Turner
President



TURLONG, INC.
BY Hayne E. Hook
Secretary
Turlong, Inc.

TURLONG, INC.
BY Franklin R. Turner
President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on the 30th day of June A.D., 1966, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington aforesaid, personally appeared FRANKLIN R. TURNER the president of Long Meadow Bowl, Inc., being a Corporation organized and existing under the laws of the state of Maryland, and in the name and on behalf of said cor-

poration acknowledged the foregoing Articles of Merger to be the corporate act of said Corporation, and at the same time personally appeared Franklin R. Turner, and made oath in due form of law that he was secretary of the meeting of the stockholders of said Corporation at which the said Articles of Merger were approved, and that the said Articles of Merger were duly advised and authorized by resolution of the Board of Directors of said Corporation declaring that the proposed merger was advisable and directing that it be submitted for action thereon at a meeting of the stockholders of said Corporation and that said Articles of Merger were approved at said meeting of stockholders held on the 30th day of June, 1966, by the affirmative vote of more than two-thirds (2/3rds) of all the votes entitled to be cast thereon, and that the matters and facts set forth in said Articles of Merger are true to the best of ^{his} knowledge, information and belief.

WITNESS my hand and Official Notarial Seal the day and year first above written.

Joseph
Notary Public, Joseph



My Commission expires:
7/1/67

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 30th day of June A.D., 1966, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington aforesaid, personally appeared Franklin R. Turner the president of Turlong, Inc., being a Corporation organized and existing under the laws of the State of Maryland, and in the name and on behalf of said Corporation, and acknowledged the foregoing Articles of Merger to be the corporate act of said Corporation, and at the same time personally appeared Franklin R. Turner, and made oath in due form of law that he was secretary of the meeting of the stockholders of said Corporation at which the said Articles of Merger were approved and that the said Articles of Merger were duly advised and authorized by resolution of the Board of Directors of said Corporation declaring that the proposed merger was advisable and directing that it be submitted for action thereon at a meeting of the stockholders of said Corporation and that said Articles of Merger were approved at said meeting of stockholders held on the 30th day of June, 1966, by the affirmative vote of more than two-thirds (2/3rds) of all the votes entitled to be cast thereon and that the matters and facts set forth in said Articles of Merger are true to the best of ^{his} knowledge, information and belief.

WITNESS my hand and Official Notarial Seal the day and year first above written.

Joseph
Notary Public, Joseph



My Commission expires:
7/1/67

RECEIVED FOR RECORD
Oct. 4, 1966
 at *10:10* o'clock *AM*
 and Same Day Recorded in
 Folio _____
 Number No. _____
 one of the _____
 Records of
 Washington County, Maryland
 and examined per _____
 Clerk
440307

ARTICLES OF MERGER
 OF
 TURLONG, INC. Md. corp.
 merging into
 LONG MEADOW BOWL, INC. Md. corp. Surviving corp.

approved and received for record by the State Department of Assessments and Taxation
 of Maryland October 4th, 1966 at 8:30 o'clock A.M. as in conformity
 with law and ordered recorded.

A 8765

Recorded in Liber *7563*, folio *451*^{*5*} one of the Charter Records of the State
 Department of Assessments and Taxation of Maryland.

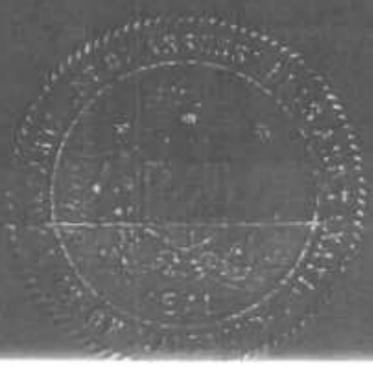
Bonus tax paid \$ _____ Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
 has been received, approved and recorded by the State Department of Assessments and Taxation
 of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



Received for record January 4, 1967 at 10:00 A.M. Receipt No. 40207

ARTICLES OF MERGER

ARTICLES OF MERGER, dated this 29th day of April, 1966, by and between Southside Bowl, Inc., a Maryland Corporation, hereinafter sometimes called the Surviving Corporation, and Southside Grill, Inc., a Maryland Corporation hereinafter sometimes called the Merging Corporation:

WITNESSETH:

1. Southside Bowl, Inc., and Southside Grill, Inc., which are the corporations parties to these Articles of Merger and both of which are incorporated under the laws of the State of Maryland, hereby agree to effect the merger herein provided for upon the terms and conditions hereinafter set forth.

2. Southside Bowl, Inc., is the Corporation which will survive the merger and it will continue under the name

SOUTHSIDE BOWL, INC.

3. No amendments to the Charter of the Surviving Corporation are made as a part of this merger.

4. The total amount of the authorized capital stock of each of the corporations parties to these Articles of Merger is as follows:

(a) Southside Bowl, Inc., has an authorized capital stock consisting of 10,000 shares of the par value of \$10.00 Dollars per share, all of which shares are common stock and having an aggregate par value of \$100,000.00 Dollars.

(b) Southside Grill, Inc., has an authorized capital stock of 10,000 shares of the par value of \$10.00 Dollars per share all of which shares are of one class and are designated common stock, the aggregate par value of all shares is \$100,000.00 Dollars.

5. The number of shares of stock of the Surviving Corporation to be issued for shares of stock of each of the corporations parties to these Articles of Merger and the manner of converting the stock of each of such corporations into stock of the Surviving Corporation are as follows:

(a) 300 shares of the \$10.00 Dollars par value common stock of the Surviving Corporation shall be issued by the Surviving Corporation in exchange for the presently issued and outstanding 200 shares of the \$10.00 Dollars par value capital stock of the Merging Corporation at the rate of $1\frac{1}{2}$ share of common stock of the Surviving Corporation for 1 shares of the capital stock of the Merging Corporation.

(b) Each of the 500 shares of \$10.00 Dollars par value common stock of the Surviving Corporation presently held by holders other than the Merging Corporation shall automatically continue as shares of common stock of the Surviving Corporation.

(c) After the merger is effected the Surviving Corporation shall have 800 shares of capital stock having an aggregate par value of \$10.00 Dollars issued and outstanding, all of which will be common stock of the Surviving Corporation.

6. The principal offices in the State of Maryland of both corporations parties to these Articles of Merger are located in Washington County. The Merging Corporation does not own any property in the State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

7. The proposed form of these Articles of Merger was submitted to the Board of Directors of Southside Bowl, Inc., at a special meeting of said Board of Directors duly held at the office of said corporation at 140 West Washington Street on the 15th day of April, 1966, and the said Board of Directors adopted resolutions declaring that the proposed merger is advisable upon the terms and conditions set forth in these Articles of Merger, directing that the proposed Articles of Merger be submitted for action thereon at a special meeting of the stockholders of said corporation to be held on the 29th day of April, 1966, and authorizing the execution and filing of these Articles of Merger if the same were approved by the stockholders. Notice stating that a purpose of such meeting of the stockholders would be to take action on the proposed Articles of Merger was given by Southside Bowl, Inc., to all of its stockholders entitled to vote thereon, and there were no stockholders not entitled to vote thereon. A special meeting of the stockholders of the Southside Bowl, Inc., was duly held on the 29th day of April, 1966, at the office of said corporation in Hagerstown, Maryland, and at said meeting the proposed Articles of Merger were approved by the stockholders by the affirmative vote of more than two-thirds (2/3rds) of all the votes entitled to be cast thereon.

8. The proposed form of these Articles of Merger was submitted to the Board of Directors of Southside Grill, Inc. at a special meeting of said Board of Directors duly held at the office of said corporation at 140 West Washington Street on the 15th day of April, 1966, and the said Board of Directors adopted resolutions declaring that the proposed merger is advisable upon the terms and conditions set forth in these Articles of Merger, directing that the proposed Articles of Merger be submitted for action thereon at a special meeting of the stockholders of said corporation to be held on the 29th day of April, 1966, and authorizing the execution and filing of these Articles of Merger if the same were approved by the stockholders. Notice stating that a purpose of such meeting of the stockholders would be to take action of the proposed Articles of Merger was given by Southside Grill, Inc., to all of its stockholders entitled to vote thereon, and there were no stockholders not entitled to vote thereon. A special meeting of the stockholders of Southside Grill, Inc., was duly held on the 29th day of April, 1966, at the office of the said corporation in Hagerstown, Maryland and at said meeting the proposed Articles of Merger were approved by the stockholders by the affirmative vote of more than two-thirds (2/3rds) of all the votes entitled to be cast thereon.

9. These Articles of Merger were duly advised by the Board

of Directors of Southside Bowl, Inc., and approved by its stockholders by the vote required by Article 23 of the Annotated Code of Maryland by its Charter.

10. These Articles of Merger were duly advised by the Board of Directors of Southside Grill, Inc., and approved by its stockholders by the vote required by Article 23 of the Annotated Code of Maryland and by its Charter.

11. These Articles of Merger shall be effective when they have been accepted for record by the State Department of Assessments and Taxation.

12. Upon the effective date of these Articles of Merger the separate existence of the Merging Corporation, Southside Grill, Inc., shall cease and all property, rights, privileges and franchises of whatsoever nature and description of the Merging Corporation shall be transferred to, vested in and devolved upon Southside Bowl, Inc., the Surviving Corporation, and the Surviving Corporation shall be liable for all the debts and obligations of the Merging Corporation; provided, however, that notwithstanding any provision hereof confirmatory deeds, assignments and other like instruments may, at any time and from time to time, when deemed desirable to evidence such transfer, vesting or devolution of any property, rights, privileges or franchises of the Merging Corporation, be made and delivered in the name of the Merging Corporation by the last acting officers thereof or by the corresponding officers of the Surviving Corporation.

IN WITNESS WHEREOF, each corporation party to these Articles of Merger has caused these Articles of Merger to be signed and acknowledged in its name and on its behalf by its respective President and its respective corporate seal to be hereunto affixed and attested by its respective Secretary.



ATTEST:
Wayne E. Flood
Secretary
Southside Bowl, Inc.

SOUTHSIDE BOWL, INC.

BY *Franklin R. Turner*
President



ATTEST:
Wayne E. Flood
Secretary
Southside Grill, Inc.

SOUTHSIDE GRILL, INC.

BY *Franklin R. Turner*
President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

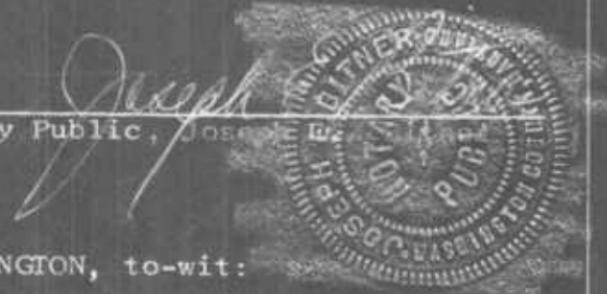
I HEREBY CERTIFY that on the 15th day of July A.D., 1966, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington aforesaid, personally appeared Franklin R. Turner the president of Southside Bowl, Inc., being a Corporation organized and existing under the laws of the State of Maryland, and in the name and on behalf of

said Corporation acknowledged the foregoing Articles of Merger to be the corporate act of said Corporation, and at the same time personally appeared Wayne E. Flook, and made oath in due form of law that she was secretary of the meeting of the stockholders of said Corporation at which the said Articles of Merger were approved, and that the said Articles of Merger were duly advised and authorized by resolution of the Board of Directors of said Corporation declaring that the proposed merger was advisable and directing that it be submitted for action thereon at a meeting of the stockholders of said Corporation and that said Articles of Merger were approved at said meeting of stockholders held on the 29th day of April, 1966, by the affirmative vote of more than two-thirds (2/3rds) of all the votes entitled to be cast thereon, and that the matters and facts set forth in said Articles of Merger are true to the best of ~~her~~ knowledge, information and belief.

WITNESS my hand and Official Notarial seal the day and year first above written.

My Commission expires: 7/1/67

Notary Public, Joseph



STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY that on the 15th day of July A.D., 1966, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington aforesaid, personally appeared Franklin R. Turner the president of Southside Grill, Inc., being a Corporation organized and existing under the laws of the State of Maryland, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Merger to be the corporate act of said Corporation, and at the same time personally appeared Wayne E. Flook, and made oath in due form of laws that she was secretary of the meeting of the stockholders of said Corporation at which the said Articles of Merger were approved, and that the said Articles of Merger were duly advised and authorized by resolution of the Borad of Directors of Said Corporation declaring that the proposed merger was advisable and directing that it be submitted for action thereon at a meeting of the stockholders of said Corporation and that said ARTICLES of Merger were approved at said meeting of stockholders held on the 29th day of April A.D., 1966, by the affirmative vote of more than two-thirds (2/3rds) of all the votes entitled to be cast thereon and that the matters and facts set forth in said Articles of Merger are true to the best of ~~her~~ knowledge, information and belief.

WITNESS my hand and Official Notarial Seal, the day and year first above written.

My Commission expires: 7/1/67

Notary Public, Joseph



ARTICLES OF MERGER
OF
SOUTHSIDE GRILL, INC.
merging into
SOUTHSIDE BOWL, INC.

RECEIVED FOR RECORD
Md. corp. *Feb 4, 1967*
At *10:00* o'clock *AD*
and Same Day Recorded in
Md. corp. Surviving corp. Folio
Label No. _____ Records of
Washington County, Maryland
and examined per
Clark
40207

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 4, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 8764

Recorded in Liber *7563* folio *456* ^{*5*} one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Bantjes



Received for record January 4, 1967 at 10:00 A. M. Receipt No. 40207

ARTICLES OF AMENDMENT
OF
LONGMEADOW CHURCH OF THE BRETHREN

THIS IS TO CERTIFY:

Section I - That the Charter of the LONGMEADOW CHURCH OF THE BRETHREN of Washington County, Maryland, a Maryland Corporation, having its principal office in Washington County, Maryland, hereinafter called the Corporation, is hereby revised and amended as follows:

A. The fourth paragraph of said Charter is amended to read as follows:

"Now, Therefore, be it resolved that this Church be called the Longmeadow Church of the Brethren and that the number of trustees shall be five, all above 21 years of age, and they shall be members of said congregation and shall be elected by this Congregation as hereinafter provided, and that the said trustees shall be elected one for one year, one for two years, one for three years and one for four years. The fifth member and chairman of the board shall be the assistant moderator of said congregation, who shall be elected from the board of deacons, and he shall serve until his successor is elected at the annual congregational meeting."

B. The fifth paragraph of said Charter is amended to read as follows:

"The election shall be held annually at the congregational meeting of the congregation, when one member shall be elected to succeed the member whose term of office shall expire, and whose term shall be for four years, and in case of failure to elect, the existing trustees shall hold over until their successors are duly elected."

Section II - The Official Board of the Corporation at a meeting duly convened and held on the 23rd day of July, 1966, adopted a resolution in which was set forth the foregoing Amendments to the Charter declaring that the said Amendments of the Charter were advisable and directing that they be submitted for action thereon at a special meeting of the members of the Congregation to be held on the 25th day of July, 1966.

Section III - Notice setting forth a summary of the changes to be effected by said Amendments of the Charter and stating that

a purpose of the meeting of the members would be to take action thereon was given as required by law to all members entitled to vote thereon.

Section IV - The Amendments of the Charter of the Corporation as hereinabove set forth were approved by the members of the Corporation at said meeting by the affirmative vote of the members entitled to vote thereon.

Section V - The Amendments of the Charter of the Corporation as hereinabove set forth have been duly advised by the Official Board and approved by the members of the Corporation.

WITNESS the name of the Longmeadow Church of the Brethren signed hereto by its Moderator (President) and its adopted corporate seal affixed duly attested by its Clerk (Secretary) this 22nd day of September, 1966.



ATTEST TO ADOPTED CORPORATE SEAL:

LONGMEADOW CHURCH OF THE BRETHREN

WASHINGTON, MARYLAND
Martha Strite
Martha Strite, Clerk

By Howard Kaucher
Rev. Howard Kaucher, Moderator

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 22 day of Sept., 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared the Rev. Howard Kaucher, Moderator of the Longmeadow Church of the Brethren, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time also appeared Martha Strite, and made affirmation in due form of law that she was the Clerk of the meeting of the members of said Corporation at which the Amendments of the Charter of the Corporation therein set forth were approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

WITNESS my hand and Notarial Seal the day and year last above written.



My commission expires:
July 1, 1967

Sara Kaptun
Notary Public

ARTICLES OF AMENDMENT
OF
LONGMEADOW CHURCH OF THE BRETHREN

RECEIVED FOR RECORD
Jan 4 1967
At *10:00* o'clock *A.M.*
and Same Day Recorded in
Liber No. _____ Folio _____
Records of
Washington County, Maryland
and examined per _____
Clerk

4207

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 3, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 8710

Recorded in Liber *2562*, folio *158*^{*3*} one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
"WEST END ASSEMBLY OF GOD"

THIS IS TO CERTIFY:

THAT WHEREAS, heretofore by certain Articles of Incorporation dated the 10th day of October, A.D. 1951, and recorded on the 10th day of January A.D. 1952, in Liber No. 5, Folio 514, among the Incorporation Records in the Office of the Clerk of the Circuit Court for Washington County, Maryland, certain persons were duly incorporated as a religious corporation under the corporate name of "WEST END ASSEMBLY OF GOD"; and

WHEREAS, at a meeting of the Official Board of said Religious Corporation held on the 30th day of June, A.D. 1965, a resolution was passed by majority vote of the members of said Board present at such meeting recommending that the amendments hereinafter set forth be made to said Articles of Incorporation; and

WHEREAS, at the regular annual business meeting of the congregation of said Church duly called and convened according to law and the regulations of said Church on the 24th day of January, A.D. 1966, at the usual place of worship of said congregation, a resolution was passed by a majority vote of the members of said congregation that the amendments hereinafter set forth be made to said Articles of Incorporation:

IT IS THEREFORE CERTIFIED That the aforesaid Articles of Incorporation be amended by striking out the Second, Fourth and Sixth Paragraphs of said Articles of Incorporation and inserting in lieu thereof the following:

SECOND: That the name of the Corporation, which is hereinafter referred to as "THE CORPORATION", is "EVANGEL ASSEMBLY OF GOD".

FOURTH: The post of address of the place at which the general offices of the Corporation is located is 1040 Salem Avenue,

Hagerstown, Maryland. The resident agent of said Corporation is Charles A. Scott, whose post office address is 320 Wakefield Road, Hagerstown, Maryland, and said resident agent is a citizen of the State of Maryland, and actually resides therein.

SIXTH: The management of the affairs of the Corporation shall be vested in a Board of Trustees consisting of not less than five members, one of whom shall be the current minister of the Church who shall, ex-officio, be the Chairman of said Board, and the others shall be elected from the members of the Church in good standing. The number of Trustees and their terms of office shall be fixed and controlled by by-laws passed from time to time at the congregational meetings of said Church, but the election of said Trustees shall be so arranged that their terms of office shall be staggered and shall not terminate at the same time. If there be four elected Trustees at the first annual election after these Articles of Amendment become effective, two of said Trustees shall be elected for a one year term, one shall be elected for a two year term and one shall be elected for a three year term, and thereafter a Trustee or Trustees shall be elected annually for three year terms to fill the expired offices. Trustees now in office shall continue to serve until the said first election. Any Trustee may succeed himself in office.

IN TESTIMONY WHEREOF, the undersigned Trustees, being the minister and duly elected and qualified Trustees of said religious corporation have hereunto signed their names and affixed their seals this 26th day of Sept, A.D. 1966.

Rev. Nelson E. Brenner (SEAL)
Rev. Nelson E. Brenner, minister

Charles A. Scott (SEAL)
Charles A. Scott

Arthur L. Shriver (SEAL)
Arthur L. Shriver

Roy L. Miller (SEAL)
Roy L. Miller
Trustees

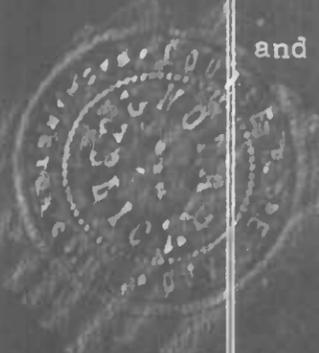
TEST:
Louise P. Spessard
Louise P. Spessard

HARVEY M. MILLER
ATTORNEY AT LAW
HAGERSTOWN, MD.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 26th day of September, A.D.1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Rev. Nelson E. Brenner, Charles A. Scott, Arthur L. Shriver and Roy L. Miller, known to me to be the Minister and Trustees whose names are signed to the foregoing Amended Articles of Incorporation, and acknowledged that they executed said Articles in the capacity and for the purposes therein contained.

Witness my hand and Official Notarial Seal.



Louise P. Spessard

Louise P. Spessard
Notary Public

ARTICLES OF AMENDMENT
OF
WEST END ASSEMBLY OF GOD
changing its name to
EVANGEL ASSEMBLY OF GOD

RECEIVED FOR RECORD
Sept. 4 1966
at 10:17 o'clock P.M.
and Same Day Recorded in
Liber No. 7561 Folio 262
one of the Records of
Washington County, Maryland
and examined by
Client

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 27, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 8630

Recorded in Liber 7561, folio 262 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles A. Bortz



Received for record January 4, 1967 at 10:00 A.M. Receipt No. 40207
ARTICLES OF INCORPORATION

OF

SNYDER SOFT PRETZEL CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, George E. Snyder, 810 Oak Hill Avenue, Hagerstown, Washington County, Maryland; Samuel T. Hankey, 1500 Park Road, Hagerstown, Washington County, Maryland; Rae B. Weeks, 1515 Fountain Head Road, Hagerstown, Washington County, Maryland, all being of full legal age, do, under and by virtue of the General Laws of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation is:

SNYDER SOFT PRETZEL CORPORATION

THIRD: The purpose for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) The general nature of its business shall be to buy, sell, and otherwise acquire equipment used in the manufacture, distribution and sale of soft pretzels and other related products, and to lease same to affiliated companies and/or others; to hold, own, lease, manage, supervise, and otherwise deal in said equipment to be placed in various stores, shops, cafeterias, and other establishments; the holding, owning, or operating under such municipal, state or federal governmental licenses as may be necessary for the proper conduct of any of the businesses in which the corporation may engage.

(b) To manufacture soft pretzels and related products and to sell and dispose thereof and to that end to purchase any and all raw materials necessary and convenient to said manufacture; and said corporation shall have the power to acquire, hold and dispose of such lands, buildings, and personal property as may be proper or convenient for the carrying on of said business.

(c) To purchase, hold, sell and reissue the shares of its own capital stock.

(d) To endorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations and evidences of indebtedness, and also to guarantee and secure the payment or satisfaction of interest on obligations and of dividends on shares of the capital stock of other corporations, also to assume the whole or any part of the liabilities, existing or prospective of any person, corporation, firm, or association, and to aid in any manner any other person or corporation with which it has business dealings, or whose stocks, bonds, or other obligations are held or, are in any manner guaranteed by the corporation, and to do any other acts and things for the preservation, protection, improvement, or enhancement of the value of such stocks, bonds, or other obligations, but not in any way exercising the powers of a surety company.

(e) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, hotels, breweries, stores, offices, warehouses, mills, shops, factories, machinery and plants, and any and all kinds of other structures and erections which may at any time be necessary, useful or advantageous in the judgement of the board of directors for the purposes of the corporation and which can lawfully be done under the General Corporation Law.

(f) To purchase or otherwise acquire, undertake, carry on, improve and develop all or any of the business, good will, rights, assets or liabilities of any person, firm, association or corporation carrying on any kind of business the same as or of a similar nature to that which this corporation is authorized to carry on pursuant to the provisions of this certificate.

(g) The objects and purposes specified in the foregoing clauses shall, except therein otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH: The post office address of the place at which the corporation will be located within this State is: 539 West Howard Street, Hagerstown, Washington County, Maryland.

FIFTH: The name of the resident agent in the State of Maryland is George E. Snyder, whose address is 539 West Howard Street, Hagerstown, Washington County, Maryland. The said agent is a citizen of the said state and actually resides therein.

SIXTH: The total amount of authorized capital stock of the corporation is:

One Million (1,000,000) shares common voting stock of a par value of ten cents (10¢) per share.

SEVENTH: In the absence of fraud, no contract or other transaction between this corporation and any other company or person, and no act of this corporation shall be in any way affected or invalidated by the fact that any of the directors of this corporation are pecuniarily, or otherwise interested in, or are directors or officers in such other company. Any director, individually or any firm of which any director may be a member, may, in the absence of fraud, be a party to or pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that such firm so interested shall be disclosed and known to the directors or a majority of a quorum of the stockholders, having voting power, at the annual meeting, or at any special meeting, or at any special meeting of this corporation called for such purpose or where such contract is under consideration.

EIGHTH: This corporation reserves the right to amend, alter, change or repeal any provision, contained in this certificate of incorporation, to the manner now and hereafter provided by law.

NINTH: The said corporation shall have three (3) directors, and may increase the number of its by-laws, but at all times the number of directors shall be at least three (3) in number and shall be an uneven number. George E. Snyder, Samuel T. Hankey, and Rae B. Weeks shall act as directors until the first annual meeting of the corporation or until their successors are duly elected and qualified.

TENTH: The powers enumerated in these articles shall not in any wise limit or restrict the powers and authorities vested in the corporation under and by virtue of the General Laws of Maryland and amendments thereto, relating to corporations, all powers and authorities vested in this corporation under and by virtue of said General Laws and amendments are hereby expressly reserved to the Corporation.

IN WITNESS WHEREOF, we, the subscribers, have hereunto set our hands and seals this 1st day of October, 1966.

WITNESS:

[Signature]
[Signature]
[Signature]

[Signature] (SEAL)
George E. Snyder
[Signature] (SEAL)
Samuel T. Hankey
[Signature] (SEAL)
Rae B. Weeks

229

STATE OF MARYLAND
COUNTY OF WASHINGTON

I HEREBY CERTIFY that on this 1st day of October, 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared George E. Snyder, Samuel T. Hankey, and Rae B. Weeks, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and seal, the day and year last above written.

[Signature]
Lucille West, Notary Public

My Commission expires July 1, 1967



ARTICLES OF INCORPORATION
OF
SNYDER SOFT PRETZEL CORPORATION

RECEIVED FOR RECORD

Ad. 4 1967

At *11:30* o'clock *A.M.*

and Same Day recorded in

Liber No. _____

one of the _____ Records

Washington County, Maryland

and examined per

Clerk

40207

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 13, 1966 at 11:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 8856

Recorded in Liber *7564*, folio *375*^{*6*}, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ *20.00* Recording fee paid \$ *10.00*

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. Bontgen



Received for record January 4, 1967 at 10:00 A.M. Receipt No. 40207

CONCORDIA LUTHERAN CHURCH

A R T I C L E S O F I N C O R P O R A T I O N

(Under Article 23 Sections 256-297)

FIRST: We, the undersigned, ZANE E. ATKINSON, whose post office address is R.D. No. 1, Chambersburg, Pennsylvania, ROWLAND BRANDENBURG, whose post office address is 905 Dewey Avenue, Hagerstown, Maryland, FRED SHIVES, whose post office address is Box 155, Funkstown, Maryland, ARTHUR RUFF, whose post office address is Paradise Drive, Route 6, Hagerstown, Maryland, HAROLD MUSEY, whose post office address is 60 East 4th Street, Waynesboro, Pennsylvania, H. WILLIAM HAGUE, whose post office address is 2070 Blue Ridge Road, Hagerstown, Maryland, ROBERT SHIVES, whose post office address is Route 2, Hagerstown, Maryland, MARVIN GOETZ, whose post office address is R.D. No. 1, Greencastle, Pennsylvania, and JULIAN GUMNDSON, whose post office address is R.D.No. 1, Box 2 A, Lantz, Maryland, elected by the qualified voting members of the congregation of CONCORDIA LUTHERAN CHURCH to act as trustees in the name and on behalf of said congregation, to manage the estate, property, interest and inheritance of the same, and each being at least twenty-one years of age, and all being discreet and sober persons, do hereby associate ourselves as incorporators with the intention of forming a Religious Corporation under and by virtue of the special provisions of the General Laws of the State of Maryland.

SECOND: The name of the congregation and of the corporation shall be: CONCORDIA LUTHERAN CHURCH.

THIRD: The plan and purpose of the corporation adopted at the meeting of the members of the congregation electing the trustees are as follows, to wit:

1. To conduct a church for religious purposes in accord-

ance with the confessional standards of the Evangelical Lutheran Church.

2. The Minister for the time being and the members of the Church Council now in office or who may hereafter be elected and continued in succession as hereinafter provided shall act as trustees in the name and on behalf of the congregation and shall constitute the corporation. The officers of the congregation shall also be the officers of the corporation and the President or Vice-President shall be empowered to execute all properly authorized legal documents.

3. The members of the Church Council, who shall also act as the Trustees constituting the corporation, shall be elected by ballot by majority vote at the regular January meeting of the qualified voting members of the congregation in such numbers and for such terms as the congregation may determine by its Constitution and Bylaws, or by resolution, but their number shall never be less than four nor more than the number permitted by the religious corporation laws of the State of Maryland.

Only such members of the congregation who are in good standing and have reached the age of twenty-one years and are qualified voting members under the practice of the congregation according to its Constitution and Bylaws, shall be eligible for election as members of the Church Council, and hence, as Trustees constituting the Corporation.

4. Only such members of the congregation who have reached the age of twenty-one years, who have subscribed to the Constitution of the congregation, and who are qualified as voting members in good standing according to the Constitution and Bylaws of the congregation, shall have the right to vote in the election of the Church Council of the congregation, the members of which, as Trustees, also constitute the Corporation.

5. The qualified voting members of the congregation at all times shall have full power to adopt a Constitution and Bylaws and such rules, regulations, and ordinances for conducting

the temporal and spiritual affairs of the congregation as may be necessary and convenient for accomplishing its purposes, and not in conflict with these Articles of Incorporation, or the laws of the State of Maryland, and to revoke, amend or alter the same,

6. The Trustees constituting the Corporation shall hold and manage the property of the congregation in the name and on behalf of the congregation and in accordance with the provisions of its Constitution and Bylaws and resolutions, but shall have no power to sell, mortgage, or otherwise encumber, convey or dispose of the same except upon proper resolution of the qualified voting members of the congregation and in accordance with its Constitution and Bylaws.

FOURTH: The church shall be located at Hagerstown, in Washington County, State of Maryland, and the mailing address of the corporation for the time being shall be Concordia Lutheran Church, 1542 Jefferson Boulevard, Hagerstown, Maryland

The resident agent of the corporation is Rowland Brandenburg, whose post office address is 905 Dewey Avenue, Hagerstown, Maryland, 21740 and who is a citizen of the State of Maryland and actually resides therein.

IN WITNESS WHEREOF, we, the Trustees, have signed these Articles of Incorporation on October 12, 1966.

WITNESS:

Mary Alice Farley
904 Pine Oak Road
Hagerstown, Md
Commissioner expires July 1, 1967
Oct 12, 1966



John G. Fuchs
John G. Fuchs, Minister

Zane E. Atkinson
Zane E. Atkinson

Rowland Brandenburg
Rowland Brandenburg

Fred Shives
Fred Shives

Arthur Ruff
Arthur Ruff

Harold Musey
Harold Musey

H. William Hague
H. William Hague

Robert B. Shives
Robert Shives

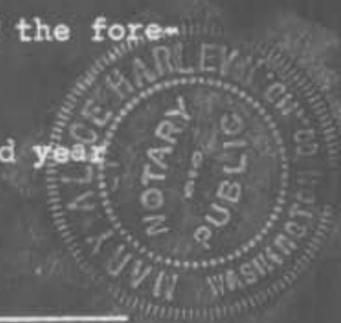
Marvin H. Goetz
Marvin Goetz

Julian Gudmundson
Julian Gudmundson

STATE OF MARYLAND, WASHINGTON COUNTY, SS:

I HEREBY CERTIFY that on October 12, 1966, before the subscriber, a Notary Public of the State of Maryland, personally appeared Zane E. Atkinson, Rowland Brandenburg, Fred Shives, Arthur Ruff, Harold Musey, H. William Hague, Robert Shives, Marvin Goetz and Julian Gudmundson, and severally acknowledged the foregoing Articles of Incorporation to be their Act.

WITNESS my hand and Notarial Seal, the day and year last above written.



Alice Harley
904 Pine Oak Road
Hagerstown, Md. Notary Public
Commission Expires July 4, 1967

ARTICLES OF INCORPORATION
OF
CONCORDIA LUTHERAN CHURCH

RECEIVED FOR RECORD

Dec. 4 1967

At 10:07 o'clock A.M.
and Same Day Recorded in

Liber No. 1010

one of the Records of

Washington County, Maryland

and examined per

Mark

41297

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 18, 1966 at 11:50 o'clock A. M. as in conformity
with law and ordered recorded.

A 8931

5

Recorded in Liber 7562, folio 260, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Bontje



Received for record January 4, 1967 at 10:00 A.M. Receipt No. 40207

ARTICLES OF INCORPORATION
OF
VILLAGE SQUARE FASHIONS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John Wasiolek, whose post office address is 150 Farm Lane, Chambersburg, Pennsylvania, Dorothy A. Wasiolek, whose post office address is 150 Farm Lane, Chambersburg, Pennsylvania, and Edward W. Cooley, whose post office address is 74 West Washington Street, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation, which is hereinafter called the "Corporation" is:

VILLAGE SQUARE FASHIONS, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To buy, sell, design, import and export and generally deal in at wholesale or retail ladies' ready to wear apparel, dresses, shirtwaists, sweaters, skirts, suits, coats, cloaks, hosiery, gowns, undergarments, corsets, millinery, overcoats, footwear and every other kind of ladies' wearing apparel and accessories. To design, manufacture, and sell custom made wearing apparel for women and generally to conduct ladies' dressmaking and furnishing stores or shops.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(f) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other State, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(g) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(h) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

The foregoing enumeration of the purposes,

objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is No. 4 South Potomac Street, Hagerstown, Maryland. The resident agent of the Corporation is Edward W. Cooley, whose post office address is 74 West Washington Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock is two hundred (200) shares without par value, all of one class.

SIXTH: The number of Directors of the Corporation shall be three, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are John Wasiolek, Dorothy A. Wasiolek, and Joseph Wasiolek.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the Directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(b) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 11th day of October, A.D., 1966.

WITNESS:

Pearl L. Gehr
Pearl L. Gehr

AS TO

John Wasiolek
John Wasiolek

Pearl L. Gehr
Pearl L. Gehr

AS TO

Dorothy A. Wasiolek
Dorothy A. Wasiolek

Pearl L. Gehr
Pearl L. Gehr

AS TO

Edward W. Cooley
Edward W. Cooley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on the 11th day of October, A.D., 1966, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John Wasiolek, Dorothy A. Wasiolek, and Edward W. Cooley, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal, the day and year last above written.



Pearl L. Gehr
Pearl L. Gehr,
Notary Public.

ARTICLES OF INCORPORATION
OF
VILLAGE SQUARE FASHIONS, INC

RECEIVED FOR RECORD

Jan. 4 1967

At *11.00* o'clock *P.M.*

and Same Day *1966* in

Liber No. *1910*

one of the *Records of*

Washington County, Maryland

and exam. fee

Clerk

40207

approved and received for record by the State Department of Assessments and Taxation
of Maryland *October 13, 1966* at *8:30 o'clock* *A.M.* as in conformity
with law and ordered recorded.

A 8876

Recorded in Liber *7564*, folio *475*^{*6*} one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ *20.00* Recording fee paid \$ *10.00*

To the clerk of the *Circuit* Court of *Washington County*

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles M. Hartgering



Received for Record January 4, 1967 at 10:00 A.M., Receipt No. 40207

THESE ARTICLES OF SALE, MADE THIS 12th DAY OF
OCTOBER A.D., 1966, BY AND BETWEEN THE COLUMBUS
CLUB OF HAGERSTOWN, INC., A MARYLAND CORPORATION, THE
TRANSFEROR, AND THE HOUSING AUTHORITY OF THE CITY OF
HAGERSTOWN, MARYLAND, A MARYLAND CORPORATION, THE TRANSFEREE.

WITNESSETH:

1. THE COLUMBUS CLUB OF HAGERSTOWN, INC., TRANSFEROR,
AGREES TO SELL AND TRANSFER TO THE HOUSING AUTHORITY OF
THE CITY OF HAGERSTOWN, MARYLAND, TRANSFEREE, ALL OF THE
TRANSFEROR'S REAL PROPERTY LOCATED IN THE STATE OF MARYLAND.

2. THE TRANSFEREE IS THE HOUSING AUTHORITY OF THE
CITY OF HAGERSTOWN, MARYLAND, WHOSE PRINCIPAL PLACE OF
BUSINESS IS 961 MAIN AVENUE, HAGERSTOWN, WASHINGTON COUNTY,
MARYLAND.

3. THE TRANSFEROR IS DULY ORGANIZED AND INCORPORATED
UNDER THE LAWS OF THE STATE OF MARYLAND AND HAS ITS
PRINCIPAL OFFICE IN HAGERSTOWN, WASHINGTON COUNTY, MARYLAND.
THE TRANSFEROR OWNS NO REAL ESTATE IN THE STATE OF MARYLAND
OTHER THAN THAT SUBJECT TO THESE ARTICLES OF SALE. THE
TRANSFEREE IS DULY ORGANIZED AND INCORPORATED UNDER THE
LAWS OF THE STATE OF MARYLAND AND HAS ITS PRINCIPAL OFFICE
IN HAGERSTOWN, WASHINGTON COUNTY, MARYLAND.

4. THE NATURE AND AMOUNT OF THE CONSIDERATION TO BE
PAID BY THE TRANSFEREE FOR THE PROPERTY OF THE TRANSFEROR
LOCATED IN THE STATE OF MARYLAND IS TWENTY-FOUR THOUSAND
THREE HUNDRED SEVENTY-THREE DOLLARS (\$24,373.00) FOR THE
REAL ESTATE TOGETHER WITH IMPROVEMENTS THEREON SITUATE ON
THE SOUTH SIDE OF WEST WASHINGTON STREET, BEING KNOWN AND

DESIGNATED AS 227 WEST WASHINGTON STREET, HAGERSTOWN, MARYLAND, AND CONTAINING .2403 ACRES OF LAND, MORE OR LESS.

5. THESE ARTICLES OF SALE WERE DULY ADVISED BY THE BOARD OF DIRECTORS AND APPROVED BY THE MEMBERS OF THE TRANSFEROR IN THE MANNER AND BY THE VOTE REQUIRED BY SECTION 66 OF ARTICLE 23 OF THE ANNOTATED CODE OF MARYLAND (1957 EDITION).

6. THE TRANSFER TO BE EFFECTED BY THESE ARTICLES OF SALE WAS DULY ADVISED, AUTHORIZED AND APPROVED BY THE TRANSFEREE IN THE MANNER AND VOTE REQUIRED BY ITS CHARTER AND BY THE LAWS OF THE STATE OF MARYLAND.

WITNESS THE CORPORATE NAMES OF THE TRANSFEROR AND THE TRANSFEREE DULY SIGNED BY THEIR RESPECTIVE OFFICERS AND THEIR RESPECTIVE CORPORATE SEALS AFFIXED DULY ATTESTED BY THEIR RESPECTIVE SECRETARIES AS OF THE DAY AND DATE FIRST ABOVE WRITTEN.

THE COLUMBUS CLUB OF HAGERSTOWN, INC.

(CORP. SEAL)

BY John J. Badum
JOHN J. BADUM, PRESIDENT

ATTEST:

H Hunter Robison
H. HUNTER ROBISON
SECRETARY

THE HOUSING AUTHORITY OF THE CITY OF HAGERSTOWN, MARYLAND

(CORP. SEAL)

BY Fred C. Wright, Jr.
FRED C. WRIGHT, JR., CHAIRMAN

ATTEST:

Norman L. Foltz
NORMAN L. FOLTZ
ACTING SECRETARY



STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 12th DAY OF OCTOBER A.D., 1966, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED JOHN J. BADUM, THE PRESIDENT OF THE COLUMBUS CLUB OF HAGERSTOWN, INC., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MARYLAND, AND IN THE NAME OF AND ON BEHALF OF SAID CORPORATION ACKNOWLEDGED THE FOREGOING ARTICLES OF SALE TO BE THE CORPORATE ACT OF SAID CORPORATION, AND AT THE SAME TIME PERSONALLY APPEARED JOHN J. BADUM AND MADE OATH IN DUE FORM OF LAW THAT HE WAS THE CHAIRMAN OF THE MEETING OF THE MEMBERS OF SAID CORPORATION AT WHICH THE SAID ARTICLES OF SALE WERE APPROVED AND THAT SAID ARTICLES OF SALE WERE DULY ADVISED AND AUTHORIZED BY RESOLUTION OF THE BOARD OF DIRECTORS THEREOF DECLARING THAT THE PROPOSED TRANSFER WAS ADVISABLE AND DIRECTING THAT IT BE SUBMITTED FOR ACTION AT A MEETING OF MEMBERS OF SAID CORPORATION, AND THAT SAID ARTICLES OF SALE WERE APPROVED AT SAID MEETING OF MEMBERS BY THE AFFIRMATIVE VOTE OF ALL OF THE VOTES ENTITLED TO BE CAST THEREON, AND THAT THE MATTERS AND FACTS SET FORTH IN SAID ARTICLES OF SALE ARE TRUE TO THE BEST OF HIS KNOWLEDGE, INFORMATION AND BELIEF.

WITNESS MY HAND AND NOTARIAL SEAL THE DAY AND YEAR LAST ABOVE WRITTEN.



Gloria J. Kitchen
NOTARY PUBLIC
COMM. EXPIRES: 7/1/67

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 12th DAY OF October A.D., 1966, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED FRED C. WRIGHT, JR., THE CHAIRMAN OF THE HOUSING AUTHORITY OF THE CITY OF HAGERSTOWN, MARYLAND, A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MARYLAND, AND IN THE NAME OF AND ON BEHALF OF SAID CORPORATION ACKNOWLEDGED THE FOREGOING ARTICLES OF SALE TO BE THE CORPORATE ACT OF SAID CORPORATION AND AT THE SAME TIME PERSONALLY APPEARED NORMAN L. FOLTZ AND MADE OATH IN DUE FORM OF LAW THAT HE IS THE ACTING SECRETARY AND EXECUTIVE DIRECTOR OF THE SAID CORPORATION AND THAT THE MATTERS AND FACTS SET FORTH IN SAID ARTICLES OF SALE WITH RESPECT TO AUTHORIZATION AND APPROVAL BY THE HOUSING AUTHORITY OF THE CITY OF HAGERSTOWN, MARYLAND, ARE TRUE AND CORRECT TO THE BEST OF HIS KNOWLEDGE, INFORMATION AND BELIEF.

WITNESS MY HAND AND NOTARIAL SEAL THE DAY AND YEAR LAST ABOVE WRITTEN.



Pearl L. Gehl
NOTARY PUBLIC
COMM. EXPIRES: 7/1/67

RECEIVED
Nov 4 1967

At 10:00 o'clock
and Same Day Recorded in
Folio
Records of
Liber No. Washington County, Maryland
one of the
and examined per
Client

40207

ARTICLES OF SALE

between

THE COLUMBUS CLUB OF HAGERSTOWN, INC.

Md. corp. Transferer

into

THE HOUSING AUTHORITY OF THE CITY OF HAGERSTOWN, MARYLAND

Transferee

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 13, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 8862

Recorded in Liber 7568, folio 4, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 10.00
2.00 Certif Land Record Office Washington County
\$ 12.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



Received for Record January 12, 1967 at 10:33 A.M. Receipt No. 40470

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Robert E. Dudley, whose Post Office address is 177 Greenberry Road, Hagerstown, Maryland, and W. Lester Nalley, whose Post Office address is 1907 Virginia Avenue, Hagerstown, Maryland, and Lucille S. West, whose Post Office address is 304 Allen Avenue, Hagerstown, Maryland, each being at least 21 years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Association) is

THE CIVIC IMPROVEMENT ASSOCIATION OF HALFWAY,
MARYLAND, INC.

THIRD: The purposes for which the corporation is formed are as follows:

(a) To promote and advance civic improvements and developments in all sections of Halfway, Maryland;

(b) To obtain and secure, through the concerted action of the Association improved public utility services of every nature and description for the residents of Halfway;

(c) To better any and all existing conditions within the community; to advance educational functions within the community; to cooperate with State and local Governments and other administrative bodies for the purpose of advancing the community interest, its welfare and condition; to encourage a friendly relationship between the members of the Association; to protect the community against undesirable developments, actions, encroachments or happenings of any nature or description insofar as is possible; to provide for and maintain a fund from dues or contributions from the members for the sole purpose of civic improvement for the community.

(d) To urge action by the proper public officials toward the legitimate attainment of the purposes above set forth and

to create public opinion favorable to the accomplishment of these ends.

(e) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situate.

(f) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of any personal property used for the purpose of civic improvement by way of amusements, play grounds or any other community facilities.

(g) To loan or advance money with or without securities, without limitation as to amount; and to borrow or raise money for any of the purposes of the corporation.

(h) To publish information bulletins, pamphlets and other publications in connection with the advancement and improvement of the community.

(i) The foregoing enumeration of the purposes, objects and business of the corporation is made in furtherance and not in limitation of the powers conferred upon the corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner, to limit or restrict any of the powers of the corporation. The corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

FOURTH: The Post Office address of the principal office of the corporation in this State is 177 Greenberry Road, Hagerstown, Maryland. The name and Post Office address of the resident agent of the corporation in this State are Lucille S. West, 304 Allen Avenue, Hagerstown, Maryland. Said resident agent is a citizen of this State and actually resides herein.

FIFTH: The Corporation is not authorized to issue any capital stock and shall be a non stock and a non-profit corporation. No officer of the corporation shall draw nor receive any salary nor shall any of the funds of the Association inure to the personal or individual benefit of any of the officers or members hereof. Members shall be selected, removed or may resign; vacancies may be filled and additional members elected as provided in the by-laws.

SIXTH: The number of directors of the Association shall be four (4) which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3), and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are Robert E. Dudley, whose Post Office address is 177 Greenberry Road, Hagerstown, Maryland, W. Lester Nalley, whose Post Office address is 1907 Virginia Avenue, Hagerstown, Maryland, Lucille S. West, whose Post Office address is 304 Allen Avenue, Hagerstown, Maryland, and Kenneth F. Butler, whose Post Office address is 311 Coffman Avenue, Hagerstown, Maryland.

SEVENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 20th day of October , A. D., 1966.

Witness:

Albert L. Zahn
Albert L. Zahn

Robert E. Dudley
Robert E. Dudley

W. Lester Nalley
W. Lester Nalley

Lucille S. West
Lucille S. West

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 20th day of October , A. D., 1966, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert E. Dudley, W. Lester Nalley and Lucille S. West and severally acknowledge the foregoing Articles of Incorporation to be their act.

Witness my hand and official Notarial Seal.

Albert L. Zahn
Notary Public
Albert L. Zahn

My Commission Expires: July 1, 1967.



ARTICLES OF INCORPORATION

OF

THE CIVIC IMPROVEMENT ASSOCIATION OF HALFWAY, MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland on October 27, 1966 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 9044

Recorded in Liber 7565, folio 401, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



FL

Received for record January 12, 1967 at 10:33 A.M. Receipt No. 40470
SOUTH END TAVERN, INCORPORATED

ARTICLES OF AMENDMENT

South End Tavern, Incorporated, a Maryland corporation, having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

First: The charter of the Corporation is hereby amended by striking out Section Two of the Articles of Incorporation and inserting in lieu thereof the following:

The name of the Corporation (which is hereinafter called the Corporation) is:

Melford, Inc.

Second: The Board of Directors of the Corporation, at a meeting duly convened and held on September 15, 1966, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on October 10, 1966.

Third: Notice setting forth the said amendment of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon; and like notice was given to all stockholders of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment.

Fourth: The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of all the votes entitled to be cast thereon.

Fifth: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

In witness whereof, South End Tavern, Incorporated has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereunto affixed and attested by its Secretary, on October 13, 1966.

SOUTH END TAVERN, INCORPORATED

BY Lawrence M. Springer
Lawrence M. Springer
President

ATTEST: Marlowe A. Springer
Marlowe A. Springer
Secretary



STATE OF MARYLAND :
County of Washington : ss:

I HEREBY CERTIFY that on *Oct. 13*, 1966,
before me, the subscriber, a Notary Public of the State of Maryland
in and for the County of Washington, personally appeared Lawrence
M. Springer, President of South End Tavern, Incorporated, a Maryland
corporation, and in the name and on behalf of said corporation
acknowledged the foregoing Articles of Amendment to be the corporate
act of said corporation; and at the same time personally appeared
Marlowe A. Springer and made oath in due form of law that she was
Secretary of the meeting of the stockholders of said corporation
at which the amendment of the charter of the corporation therein
set forth was approved, and that the matters and facts set forth
in said Articles of Amendment are true to the best of her knowledge,
information and belief.

WITNESS my hand and notarial seal the day and year
last above written.

Rosalyn D. Wolford

Rosalyn D. Wolford
Notary Public
My Comm. Exp: July 1, 1967



STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 40420
JAN 12 10 33 AM '67
LIBER _____ FOLIO _____
LAND _____
G. DENNIS THURSTON, CLERK

ARTICLES OF AMENDMENT
OF
SOUTH END TAVERN, INCORPORATED
changing its name to
MELFORD, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 24, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 9029

Recorded in Liber 7565, folio 319³ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..... Recording fee paid \$ 10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. [Signature]



Received for record January 12, 1967 at 10:33 A.M. Receipt No. 40470

ARTICLES OF AMENIMENT
OF
SHARRETT IMPORTS, INC.

SHARRETT IMPORTS, INC., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Article of Incorporation of the Corporation, as amended, is hereby amended by striking out ARTICLE SECOND of the Certificate of Incorporation and inserting in lieu thereof the following:

SECOND: The name of the corporation
(hereinafter called the Corporation),
is SHARRETT VOLKSWAGEN, INC.

SECOND: The Board of Directors of the Corporation on September 15, 1966, duly adopted a resolution in which was set forth the foregoing amendment to the Articles of Incorporation, declaring that the said amendment of the Articles of Incorporation, was advisable and directing that it be submitted for action thereon by the stockholders at a special meeting to be held on September 15, 1966.

THIRD: At the special meeting of the stockholders held on September 15, 1966, all stockholders were present and waived any required notice and statement of the purpose of the meeting. The amendment of the Articles of Incorporation as hereinabove set forth was approved by all of the stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of each class of stockholders entitled to vote thereon.

IN WITNESS WHEREOF, SHARRETT IMPORTS, INC., has caused these presents to be signed in its name and on its behalf by its President

and its corporate seal to be hereunto affixed and attested by its Secretary,
on this 30th day of September, 1966.

SHARRETT IMPORTS, INC.

ATTEST TO SEAL:



Shirley C. Soltis
Shirley C. Soltis, Secretary

BY R L Sharrett
Ralph L. Sharrett, President

STATE OF MARYLAND :
COUNTY OF WASHINGTON : ss:

I HEREBY CERTIFY, that on this 30th day of September, 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Ralph L. Sharrett, President of Sharrett Imports, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally Shirley C. Soltis, and made oath in due form of law that she was Secretary of the meeting of the stockholders of said Corporation at which an amendment of the Articles of Incorporation of said Corporation set forth in said Articles of Amendment, was adopted, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

WITNESS my hand and Notarial Seal the day and year last above written.

My Commission Expires:
July 1, 1967

Florence M. Smith
Notary Public



STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. *40422*
OCT 12 10 33 AM '67
LIBER _____ FOLIO _____
LAND RECORDS
JEREMIAH THORNTON, CLERK

ARTICLES OF AMENDMENT
OF
SHARRETT IMPORTS, INC.
changing its name to
SHARRETT VOLKSWAGEN, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 20, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A. 8984

Recorded in Liber 7562 folio 616 ³ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



J.F.

Received for record January 12, 1967 at 10:33 A.M. Receipt No.
40470

ARTICLES OF INCORPORATION

OF

HAGERSTOWN AREA DEVELOPMENT CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the undersigned subscribers, whose post office addresses are set out after our names, William Paul Kreykenbohm, 2144 Blue Ridge Road, Hagerstown, Maryland; Darrell Wurster, 930 Mulberry Avenue, Hagerstown, Maryland; Charles Greeb, Jr., Beaver Creek Church Road, Beaver Creek, Maryland, all being at least twenty-one (21) years of age do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

HAGERSTOWN AREA DEVELOPMENT CORPORATION

THIRD: The purposes for which the corporation is formed are as follows:

A. To provide for community betterment and economic upgrading through assisting small businesses including those which may not qualify for assistance from other organizations as "industries."

B. To provide an organization for assisting local small businesses in obtaining state and federal funds, loans, grants, and guarantees.

C. To assist small businesses in obtaining larger loans and longer terms of payment than are generally available through commercial channels.

D. To borrow money of any person, firm, governmental agency, or corporation.

E. To issue bond debentures or obligations of this corporation from time to time for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust, or any other lawful means.

F. To organize and operate an association exclusively for civic improvement, no part of the net earnings or profits of which are to inure to the benefit of any member, shareholder or any other individual.

G. The foregoing enumeration of the purposes, objects and business of the corporation is made in furtherance and not in limitation, of the powers conferred upon the corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner, to limit or restrict the familiarity of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the corporation. The corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of the State of Maryland.

FOURTH: The post office address of the principal office of the corporation in this State is Room 200, Washington County Court House Annex, Summit Avenue, Hagerstown, Washington County, Maryland. The resident agent of the corporation is Darrell Wurster, whose post office address is 930 Mulberry Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation is not authorized to issue any capital stock. Members shall be elected, may resign or be removed, vacancies may be filled and additional members elected as provided in the By-Laws, which may prescribe different classes of members, the membership dues and prescribe the powers and duties of each class, including the right to vote for directors. No dividends shall be declared or paid to any director, member or stockholder of this corporation.

SIXTH: The number of directors of the corporation shall be not less than five (5), which number may be increased pursuant to the By-Laws of the corporation, but shall never be less than five (5); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

William P. Kreykenbohm

Darrell Wurster

Charles Greeb, Jr.

Atley McDonald

Alfred S. Bendell

SEVENTH: A. The management and control of the corporation shall be vested in the Board of Directors who shall dictate its general business policy and, subject to any provisions of statute, determine all matters and questions pertaining to its business and affairs.

B. The members of the Board shall be elected, may resign or be removed, vacancies may be filled and additional members elected as provided in the By-Laws.

C. The above granted powers to the corporation and the Board of Directors thereof are in furtherance of and not in

limitation of the powers conferred by law upon the directors of the corporation.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation may enter into contracts or transact business with one or more of its directors or with any firm of which one or more of its directors are members, or with any corporation or association in which one or more of its directors are stockholders, directors or officers, and such contract or transaction shall not be invalidated or in anywise affected by the fact.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on this 14th day of November, 1966.

WITNESS:

William V. Kreykenbohm (SEAL)
William V. Kreykenbohm

Darrell Wurster (SEAL)
Darrell Wurster

Charles Greeb, Jr. (SEAL)
Charles Greeb, Jr.

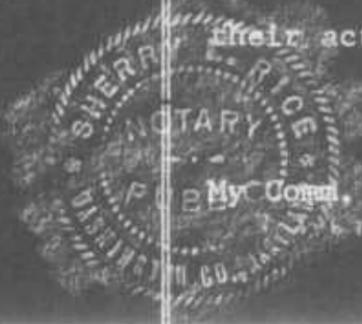
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 14th day of November, A.D., 1966, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William P. Kreykenbohm, Darrell Wurster, and Charles Greeb, Jr., and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

My Comm. Exp.

Sherrill P. Rice
Notary Public



ARTICLES OF INCORPORATION

OF

ERSTOWN AREA DEVELOPMENT CORPORATION

STATE OFFICE
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 44472
JAN 12 10 33 AM '67
LIBER _____ FOLIO _____
LAND _____
C. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 15, 1966 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A. 9356

Recorded in Liber 7568, folio 460⁵, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00.....Recording fee paid \$10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles V. Bandy



Received for record January 12, 1967 at 10:33 A.M. Receipt No.
40470

PEN-MAR TRAILER SALES, INC.

ARTICLES OF INCORPORATION

First: We, the undersigned, William L. Scheeley, whose post office address is 2150 Rolling Road, Hagerstown, Maryland, Lucille G. Scheeley, whose post office address is 2150 Rolling Road, Hagerstown, Maryland, Leon R. Scheeley, whose post office address is 110 Iroquois Avenue, Smithsburg, Maryland, and Sarah E. Scheeley, whose post office address is 110 Iroquois Avenue, Smithsburg, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

Second: The name of the corporation (which is hereinafter called the Corporation) is:

PEN-MAR TRAILER SALES, INC.

Third: The purpose for which the corporation is formed and the business or objects to be carried on by it are as follows:

1. To carry on and conduct, directly or indirectly, a general trailer and camping equipment sales and service business, and to engage in all activities directly or indirectly helpful in effectively carrying on such operation.
2. To buy, sell, hold, trade or lease any and all types of trailers and camping equipment.
3. To borrow and lend money in furtherance of the business including and executing necessary documents to secure obligations of the corporation.

Fourth: The post office address of the principal office of the corporation in this is 110 Iroquois Avenue, Smithsburg, Maryland. The name and post office address of the resident agent of the corporation in this state is Leon R. Scheeley, 110 Iroquois Avenue, Smithsburg, Maryland. Said resident is a citizen of this state and actually resides therein.

Fifth: The total amount of authorized capital stock of the corporation is One Hundred Thousand Dollars (\$100,000.00) par value, divided into One Thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) each.

Sixth: The number of Directors of The Corporation shall be four (4), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than four; and the names of the directors who shall act until the first annual meeting or until there successors are duly chosen and qualified are William L. Scheeley, Lucille G. Scheeley, Leon R. Scheeley, and Sarah E. Scheeley.

Seventh: The board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized. The board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time shares of its Capital stock for cash or for such consideration as the board of Directors shall consider advisable and for this purpose the board of Directors shall have the power to determine the actual value of the property, services or other consideration for which the stock is to be issued.

Eighth: The Duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 11th Day of November, 1966.

WITNESS:

William Scheeley William L. Scheeley (SEAL)
William L. Scheeley

William Scheeley Lucille G. Scheeley (SEAL)
Lucille G. Scheeley

William Scheeley Leon R. Scheeley (SEAL)
Leon R. Scheeley

William Scheeley Sarah E. Scheeley (SEAL)
Sarah E. Scheeley

STATE OF MARYLAND, COUNTY OF WASHINGTON: ss:

I HEREBY CERTIFY, that on this 11 day of November, 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for the county of Washington, personally appeared William L. Scheeley, Lucille G. Scheeley, Leon R. Scheeley, and Sarah E. Scheeley, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal, the day and year last above written.

[Signature], Notary Public
My commission Expires: 11/1/67



ARTICLES OF INCORPORATION
OF
PEN-MAR TRAILER SALES, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 44470
JAN 12 10 33 AM '67
LIBER _____ FOLIO _____
LAND _____
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 14, 1966 at 3:20 o'clock P. M. as in conformity
with law and ordered recorded.

A 9321

Recorded in Liber 7568, folio 286⁴ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



Received for record January 12, 1967 at 10:33 A.M. Receipt No. 40470

ARTICLES OF INCORPORATION
OF
VICTOR MANOR, INC.

This Is To Certify:

FIRST: That we, the subscribers, James F. Strine, whose post office address is 950 Greenbriar Road, Hagerstown, Maryland; David K. Poole, Jr., whose post office address is 1708 Cathedral Avenue, Hagerstown, Maryland; and Mary E. Bishop, whose post office address is P. O. Box 45, Big Spring, Maryland; all being at least twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the corporation) is:

VICTOR MANOR, INC.

THIRD: The purpose or purposes for which the Corporation is formed and the business or objects to be carried on or promoted by it are as follows:

(A) To establish, maintain, conduct, manage and operate a convalescent and nursing home or homes for the care and treatment of elderly persons or persons recuperating from operations or temporary illnesses.

(B) To buy, sell, exchange, and generally deal in real estate, improved and unimproved, and buildings of every class and description; to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved and upon personal property giving or taking evidences of

indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; to draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation; to carry on all or any of its operations without restriction or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any state, district, territory, colony, or foreign country subject to the laws of such state, territory, or foreign country.

(C) This corporation is formed on and subject to the articles, conditions and provisions herein expressed and to the provisions and limitations relating to corporations which are contained in the Public General Laws of the State of Maryland and said corporation shall have full power to do any and all of the acts, matters and things hereinbefore set forth and shall also have all the power insofar as the same may be applicable to it and enumerated and more particularly set out in Article 23 of the Code of Public General Laws of Maryland relating to Corporations, and all amendments and supplements thereto, and to do every act or thing not inconsistent with law which may be appropriate to promote and attain the objects and purposes for which or for any of which this Corporation is formed.

The aforesaid enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions, and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

FOURTH: The principal office of said Corporation will be located at Route No. 6, Hagerstown, Washington County, Maryland; the resident agent of the Corporation is James F. Strine, whose post office address is 950 Greenbriar Road, Hagerstown, Washington County, Maryland, said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is Ten Thousand (10,000) shares without par value, all of which shares are of one class and are designated as common stock.

SIXTH: The number of directors of the Corporation shall be Three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are James F. Strine, David K. Poole, Jr. and Mary E. Bishop.

SEVENTH: The following provision is hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of

shares of its stock, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized; for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation may enter into contracts or transact business with one or more of its directors, or with any firm of which one or more of its directors are members, or with any corporation or association in which one or more of its directors are stockholders, directors or officers, and such contract or transaction shall not be invalidated or in anywise affected by the fact that any such director or directors might have interests therein which are or might be adverse to the interests of this Corporation, even though the vote of the director or directors having such adverse interests shall have been necessary to obligate this Corporation upon such contract or transaction; and no director or directors having such adverse interest shall be liable to this Corporation or to any stockholder or creditor thereof, or to any other person, for any loss incurred by it under or by reason of any such contract or transaction; nor shall any such directors or director be accountable for any gains or profits realized thereon; always provided, however, that such contract or transaction shall, at the time it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that at the time were fair, and provided that the fact that such director or directors are so interested shall have been disclosed to the Board of Directors or shall have been known to a majority of the Board of Directors.

TENTH: The affirmative vote of the stockholders holding all of the issued and outstanding shares shall be necessary to

constitute a quorum at any stockholders' meeting and to pass any resolution or to take any action requiring the vote of stockholders.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on the 7th day of November, A.D., 1966.

WITNESS:

James F. Strine
James F. Strine

Janet L. Bishop

David K. Poole, Jr.
David K. Poole, Jr.

Janet L. Bishop

Mary E. Bishop
Mary E. Bishop

Janet L. Bishop

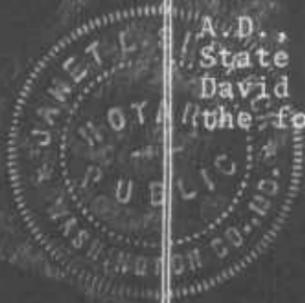
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 7th day of November, A.D., 1966, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared James F. Strine, David K. Poole, Jr., and Mary E. Bishop, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

Janet L. Bishop
Notary Public

My Commission Expires:
July 1, 1967.



ARTICLES OF INCORPORATION
OF
VICTOR MANOR, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 44170
JAN 12 10 33 AM '67
LIBER _____ FOLIO _____
LANDING _____
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 9, 1966 at 12:20 o'clock P. M. as in conformity
with law and ordered recorded.

A 9261

Recorded in Liber 7567, folio 455⁶ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$40.00.....Recording fee paid \$10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles P. Bontar



Received for record January 12, 1967 at 10:33 A. M. Receipt No.
40470

ARTICLES OF INCORPORATION
OF
HORST MILK TRANSFER, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Lewis S. Horst, whose post office address is 227 West Side Avenue, Hagerstown, Maryland; Frances L. Horst, whose post office address is 227 West Side Avenue, Hagerstown, Maryland; and Norman I. Broadwater, whose post office address is 138 West Washington Street, Hagerstown, Maryland, all being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is:

HORST MILK TRANSFER, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

1. To establish, maintain, conduct and operate a general business dealing with the transportation of all commodities of whatever the kind and description by means of motor truck carrier, in the State of Maryland and at such other places that may be determined by the Board of Directors of this Corporation, and to do and transact such other business, subject to the laws of this or any other State or Country.
2. To purchase, or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
3. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

4. To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

5. To purchase, lease or otherwise acquire, all or any part of the property, rights, business, contracts, goodwill, franchises and assets of every kind, or any corporation, copartnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other business that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

6. To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

7. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidence of indebtedness, issued or created by, any other corporation or association organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges or ownership; including the right to vote of any shares of stock so held or owned; and upon a distribution of the assets or a division

of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

8. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, and other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities, or other evidence of indebtedness, created or issued by any such other corporation or association.

9. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate business.

10. To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights.

11. To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries, and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mentioning of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this state is 1050 Florida Avenue, Hagerstown, Maryland, the resident agent of the Corporation is Francis L. Horst, whose post office address is 227 West Side Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number shares of stock which the Corporation has authority to issue is 500 shares of the par value of \$10.00 each, all of which shares are of one class, and are designated common stock. The aggregate par value of all shares having par value is \$5,000.00.

SIXTH: The Corporation shall have three (3) directors, and Lewis S. Horst, Francis L. Horst, and Norman I. Broadwater shall act as such until the first annual meeting, or until their successors are duly chosen and qualify. The number of Directors may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3).

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with par value, of any class, and securities convertible into shares of its stock, with par value, of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount or such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

2. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecunarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecunarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

3. The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation, or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

4. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by Law, including any amendments changing the terms of any class of its stock by classifications, re-classifications or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such changes of terms shall have been authorized by the holders of four-fifths of

all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

5. No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

6. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

7. The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stocks, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of such shares.

8. The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part of other

corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 3rd day of November, 1966.

WITNESS:

Lewis S. Horst (SEAL)
Lewis S. Horst

Frances L. Horst (SEAL)
Frances L. Horst

Norman I. Broadwater (SEAL)
Norman I. Broadwater

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 3rd day of November, 1966 before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lewis S. Horst, Frances L. Horst and Norman I. Broadwater, and severally acknowledged the foregoing Articles of Incorporation to be their respective acts.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal.

Ethel P. Steppay
Notary Public
My Commission Expires: 7/1/67



ARTICLES OF INCORPORATION
OF
HORST MILK TRANSFER, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 4449
JAN 12 10 33 AM '67
LIBER FOLIO
LANDS
G. GEHRMIS THURSDAY, DECEMBER

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 4, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 9193

Recorded in Liber 7567, folio 18, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 14.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



Received for record January 12, 1967 at 10:33 A.M. Receipt No.
40470

ARTICLES OF INCORPORATION

OF

C. V. HARBAUGH AND SONS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Roy W. Harbaugh, whose post office address is 110 Harvard Road, Hagerstown, Maryland; Lester V. Harbaugh, whose post office address is 39 East Baltimore Street, Hagerstown, Maryland; and Paul E. Harbaugh, whose post office address is 418 Summit Avenue, Hagerstown, Maryland, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is

C. V. HARBAUGH AND SONS, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To engage in the buying and selling, manufacturing and installing and repairing of plumbing and heating supplies of every kind, nature and description, both domestic and industrial, and in the buying, selling, installing and repairing of all building supplies and equipment of any kind, nature or description whatsoever and do a general plumbing business.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold,

sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property

purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount, or otherwise dispose of such bonds, notes, or other obligation of the Corporation for its corporate purposes.

(j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(k) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 37½ East Baltimore Street,

Hagerstown, Maryland. The resident agent of the Corporation is Paul E. Harbaugh, whose post office address is 418 Summit Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten Dollars (\$10.00) each, all of which shares are of one (1) class and are designated Common Stock. The aggregate value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have three (3) directors and Roy W. Harbaugh, Lester V. Harbaugh, and Paul E. Harbaugh shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporations.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or

a majority thereof; and any director of this Corporation who is also a director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any

thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time, existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

(i) The Board of Directors of the corporation is hereby empowered to authorize the issuance of 300 fully paid and non-

assessable shares of the par value of Ten (\$10.00) Dollars per 285
share as follows: One Hundred (100) shares to Paul E. Harbaugh,
One Hundred (100) shares to Lester V. Harbaugh, One Hundred (100)
shares to Roy W. Harbaugh, for the following consideration, the
value of which consideration is hereby stated to be not less than
Three Thousand (\$3,000.00) Dollars, namely: In exchange for all

of the tools and equipment, office equipment, trucks and cars, and
good-will owned by the said Paul E. Harbaugh, Lester V. Harbaugh,
and Roy W. Harbaugh trading as C. V. Harbaugh and Sons including
cash, notes, accounts receivable, and the assumption by the said
corporation of the accounts payable.

IN WITNESS WHEREOF, We have signed these Articles of
Incorporation this 27 day of October, A.D., 1966.

WITNESS:

Roy W. Harbaugh (SEAL)
Roy W. Harbaugh

Lester V. Harbaugh (SEAL)
Lester V. Harbaugh

[Signature]

Paul E. Harbaugh (SEAL)
Paul E. Harbaugh

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 27 day of October
A.D., 1966, before me, the subscriber, a Notary Public of the State
of Maryland, in and for Washington County, personally appeared
Roy W. Harbaugh, Lester V. Harbaugh, and Paul E. Harbaugh, and
severally acknowledged the foregoing Articles of Incorporation
to be their act.

IN WITNESS WHEREOF, I have hereunto subscribed my name
and affixed my official Notarial Seal the day and date last
above written.

My commission expires:
7/1/67

[Signature]

ARTICLES OF INCORPORATION
OF
C. V. HARBAUGH AND SONS, INC.

RECEIVED FOR RECORD
RECEIPT NO. 7566
OCT 28 1966
LIBER FOLIO 10
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BALTIMORE, MARYLAND

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 28, 1966 at 2:30 o'clock P. M. as in conformity
with law and ordered recorded.

A 9080

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 7566
OCT 28 10 33 AM '66
LIBER FOLIO 10
LAND RECORDS SECTION
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BALTIMORE, MARYLAND

Recorded in Liber 7566, folio 10, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 18.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Bayly



Received for record April 11, 1967 at 9:10 A.M. Liber 16,
Receipt No. 43321

ARTICLES OF INCORPORATION

OF

EDYTH M. YOUNG ENTERPRISES, INC.

THIS IS TO CERTIFY:-

FIRST: That we, the subscribers, Edyth M. Young, whose postoffice address is No. 901 Oak Hill Avenue, Hagerstown, Maryland, William P. Renner, whose post-office address is No. 754 Summit Avenue, Hagerstown, Maryland, and Edward Oswald, Jr., whose post-office address is No. 123 West Washington Street, Hagerstown, Maryland, all being of full legal age, have, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associated ourselves with the intention of forming a corporation.

SECOND: That the name of the corporation (which is hereinafter called the Corporation) is

EDYTH M. YOUNG ENTERPRISES, INC.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:-

(a) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(c) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

(d) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the

estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(e) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependence of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(f) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation

for its corporate purposes.

(g) To carry on any of the businesses herinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post-office address of the place at which the principal office of the Corporation in this State will be located is No. 901 Oak Hill Avenue, Hagerstown, Washington County, Maryland. The resident agent of the Corporation is Edyth M. Young, whose post-office address is No. 901 Oak Hill Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Twenty Thousand (20,000) shares, divided into Two Thousand (2,000) shares of Class A Common Stock of the par value of \$10.00 each, and Eighteen Thousand (18,000) shares of Class B Common Stock of the par value of \$10.00 each. The aggregate value of all shares having par value of both classes is \$200,000.00. The following is a description of each class of stock of the Corporation with the preferences, voting powers, restrictions and qualifications thereof:-

(a) The respective holders of each class of stock shall be entitled to receive, if any when declared by the Board of Directors, out of the funds of

the Corporation legally available therefor, dividends in accordance with their respective holdings, share and share alike, and without preference or priority.

(b) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the respective holders of each class of stock shall share ratably, share and share alike in all assets of the Corporation.

(c) Except as otherwise required by law, the entire voting power shall be vested solely and exclusively in the holders of the Class A Common Stock, share and share alike, and the holders of the Class B Common Stock shall have no voting power and shall not have the right to participate in any meeting of stockholders.

SIXTH: The Corporation shall have three (3) directors, and Edyth M. Young, William P. Renner and Edward Oswald, Jr., shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The directors may be classified and the number thereof may be changed in such lawful manner as the by-laws from time to time may provide.

SEVENTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance of 2,000 fully paid and non-assessable shares of the par value of \$10.00 each of Class A Common Stock of the Corporation and also 15,310 fully paid and non-assessable shares of the par value of \$10.00 each of Class B Common Stock of the Corporation to Edyth M. Young for the following consideration:-

(a) A parcel of real estate with improvements thereon situated at the Southeast corner of North Potomac Street and Wayside Avenue in the City of Hagerstown, Washington County, Maryland, being generally known as No. 498 North Potomac Street, together with the ranges and electric refrigerators located in said improvements.

(b) A parcel of real estate with improvements thereon situated on the East side of North Locust Street in said City of Hagerstown, being generally known as No. 40 North Locust Street, together with the electric refrigerators located in said improvements.

(c) A parcel of real estate with improvements thereon situated on the East side of North Potomac Street in said City of Hagerstown, being generally known as No. 480 North Potomac Street, and also known as the Atlantic & Pacific Food Store property and the parking lot used in connection therewith, together with the Bryant Duct Heater contained in said improvements.

(d) A parcel of real estate with improvements thereon situated on the North side of East Franklin Street in said City of Hagerstown, being generally known as Nos. 68-70 East Franklin Street, together with the electric refrigerators located in said improvements.

(e) An unimproved lot of ground, situated on the South side of Wayside Avenue in said City of Hagerstown, immediately in the rear of Parcel (a) above described.

(f) One Cadillac automobile, 1965 model.

The actual value of said consideration hereby fixed by the incorporators is not less than \$173,100.00.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 1st day of November, 1966.

Edyth M. Young (SEAL)
Edyth M. Young

William P. Renner (SEAL)
William P. Renner

Edward Oswald, Jr. (SEAL)
Edward Oswald, Jr.

ATTEST:

Gladys I. Kuhn
Gladys I. Kuhn.

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:-

I HEREBY CERTIFY, that on this 1st day of November, 1966, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edyth M. Young, William P. Renner and Edward Oswald, Jr., and acknowledged the foregoing Articles of Incorporation to be their respective act and deed.

Witness my hand and Official Notarial Seal.

Gladys I. Kuhn
Notary Public.



ARTICLES OF INCORPORATION

OF

M. YOUNG ENTERPRISES, INC.

STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD RECEIPT NO. 43321 APR 11 9 20 AM '67 LIBER _____ FOLIO _____ LAND _____ O. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland November 18, 1966 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 9398

Recorded in Liber 7569, folio 95, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$40.00.....Recording fee paid \$10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles P. Bentley



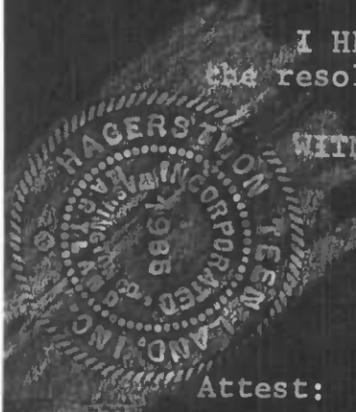
Received for Record April 11, 1967 at 9:10 A.M. Liber 16, Receipt No. 43321

Upon motion duly made, seconded and carried, it was

RESOLVED: That due to the resignation of Francis Richard Crowther, II, as an officer and director of the corporation, and who had been appointed resident agent of the corporation in the Articles of Incorporation, it is necessary that a new resident agent be appointed and that Robert Lee Kendall, residing at 480 Mitchell Avenue, Hagerstown, Maryland, be appointed resident agent of the corporation in place of Francis Richard Crowther, II.

I HEREBY CERTIFY, That the foregoing is a true copy of the resolution adopted by the Hagerstown Teen Land, Inc.

WITNESS my hand and seal.



Robert Lee Kendall
Robert Lee Kendall, President

Attest: Corporate seal

Letty Jane Kendall
Secretary

NOTICE OF CHANGE OF RESIDENT AGENT

OF

HAGERSTOWN TEEN LAND, INCORPORATED

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 43321
APR 11 9 10 AM '67
LIBER FOLIO
LAND CLERK
G. DENNIS THURSTON, CLERK

received for record December 19, 1966

, at 10:51 A.M.

and recorded in Liber F No. 7572

Folio No. 631 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the Clerk of the Circuit Court of Washington County.

AA N^o 4382

Recording Fee Paid \$2.00

Received for record April 11, 1967 at 9:10 A.M. Liber 16, Receipt No. 43321
THE SOUTHERN RIBBON COMPANY

ARTICLES OF DISSOLUTION

The Southern Ribbon Company, a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation, that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth, and the post office address of the principal office of the Corporation in the State of Maryland is No. 32 East Avenue, Hagerstown, Washington County, Maryland.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, are J. Carl Stonebraker, No. 946 Club Road, Hagerstown, Washington County, Maryland. Said resident agent is an individual actually residing in this State.

FOURTH: The name and post office address of each of the directors of the Corporation are as follows:

<u>Name</u>	<u>Post Office Address</u>
J. Carl Stonebraker	946 Club Road, Hagerstown, Maryland
Carl K. Stonebraker, Deceased October 23, 1966	928 Oak Hill Ave., Hagerstown, Maryland
E. T. Drewsen	35 Prospect Park West, Brooklyn 15, New York
Dr. Ralph C. Lankler	Quaker Hill, Pawling, New York
Philip Mygatt	c/o J. Walter Thompson Co., 420 Lexington Ave., New York 17, New York

FIFTH: The name, title and post office address of each of the officers of the Corporation are as follows:

<u>Name</u>	<u>Title</u>	<u>Post Office Address</u>
J. Carl Stonebraker	President & Secretary	946 Club Road, Hagerstown, Maryland
E. T. Drewsen	Vice President	35 Prospect Park West, Brooklyn 15, New York
Carl K. Stonebraker, Dec'd Oct. 23, 1966	Treasurer	928 Oak Hill Ave., Hagerstown, Maryland

SIXTH: A majority of the entire board of directors, at a meeting of the board of directors of the Corporation duly convened and held on October 18, 1965, adopted a resolution declaring that dissolution of the Corporation is advisable and directing that the proposed dissolution be submitted for action

2.

thereon at a special meeting of the stockholders of the Corporation to be held on November 30, 1965.

SEVENTH: Notice stating that a purpose of the meeting of the stockholders would be to take action upon the proposed dissolution of the Corporation was given, as required by law, to all stockholders entitled to vote thereon.

EIGHTH: The dissolution of the Corporation as so proposed was authorized by the stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of all the votes entitled to be cast thereon.

NINTH: The dissolution of the Corporation has been duly advised by the board of directors and authorized by the stockholders of the Corporation in the manner and by the vote required by Article 23 of the Annotated Code of Maryland.

TENTH: The Corporation has no known creditors.

ELEVENTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes (being all collectors of taxes in the list thereof heretofore supplied to the Corporation by the State Department of Assessments and Taxation) stating in effect that all taxes levied on assessments made by the said Commission and billed by and payable to such collecting authorities by the Corporation have been paid, except taxes barred by Section 212 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected, namely:

Washington County, Maryland.

IN WITNESS WHEREOF, The Southern Ribbon Company has caused these presents to be signed in its name and on its behalf by its Vice President and its corporate seal to be hereunto affixed and attested by its Secretary on NOV. 7 1966.

Attest:

J. Carl Stonebraker
J. Carl Stonebraker, Secretary

THE SOUTHERN RIBBON COMPANY

By Edmund T. Drewsen
E. T. Drewsen, Vice President

STATE OF NEW YORK,
County of *Kings*, ss:

I HEREBY CERTIFY that on *November 14*, 1966, before me,
the subscriber, a notary public of the State of New York in and for
the County of *Kings*, personally appeared Edmond T. Drewsen,
Vice President of The Southern Ribbon Company, a Maryland corporation,
and in the name and on behalf of said corporation acknowledged the
foregoing Articles of Dissolution to be the corporate act of said
corporation; and that the matters and facts set forth in said Articles
of Dissolution are true to the best of his knowledge, information and
belief.

WITNESS my hand and notarial seal, the day and year last
above written.

Francis X. Bruton

FRANCIS X. BRUTON
Notary Public, State of New York
No. 24-5499900
Qualified in Kings County
Term expires March 30, 1968
My commission expires

Notary Public



STATE OF MARYLAND,
County of Washington, ss:

I HEREBY CERTIFY that on *Nov 7*, 1966, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared J. Carl Stonebraker, President and Secretary of The Southern Ribbon Company, a Maryland corporation, and made oath in due form of law that he was secretary of the meeting of and stockholders the board of directors of said corporation at which the dissolution of the corporation therein set forth was authorized, and that the matters and facts set forth in said Articles of Dissolution are true to the best of his knowledge, information and belief.

WITNESS my hand and notarial seal, the day and year last above written.



Milda L. Thomas
Notary Public

My commission expires *July 1, 1967*.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the
The Southern Ribbon Company

were received for record on Nov. 29, 19 66,
in accordance with the provisions of Sec. 77 of Art. 23 of the
Code (1957 Edition).

Albert W. Ward

Director

Hugh K. Troxell
TREASURER
OF
WASHINGTON COUNTY, MD.
Hagerstown, Maryland

November 7, 1966

RE: Dissolution
Southern Ribbon Co.

This is to certify - That the books and records of the County Treasurer for Washington County show that all real estate and personal property taxes levied on assessments made by the Maryland Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

Southern Ribbon Company

have been paid to and including the fiscal year 1965 to June 30, 1966.

The Real estate was sold February 15, 1966 to

E.J. Fennel, Inc.
324 E. Antietam St.
Hagerstown, Md.

and taxes have been paid by them to June 30, 1967.

As to tangible personal property taxes, Mr. Guy S. Kidwell, certified public accountant, 16 E. Antietam St., Hagerstown, Md., has advised the State Department of Assessments and Taxation, 301 W. Preston St., Baltimore, Md. that all of this was sold a long while ago to a Corporation not located in the State of Maryland, hence there would be no certification for the year 1966.

Witness the hand and seal of Hugh K. Troxell, County Treasurer for Washington County, this 7th day of November A.D., 1966.



Hugh K. Troxell
Treasurer for Washington County, Md.

SEAL

1966 NA



CITY OF HAGERSTOWN
MARYLAND

DEPARTMENT OF REVENUE & FINANCE
CITY HALL

IRVIN K. BLOOM
ACTING TAX COLL'R. & TREAS.

November 14, 1966

TO WHOM IT MAY CONCERN:

I, Irvin K. Bloom, Acting Tax Collector and Treasurer for THE CITY OF HAGERSTOWN, do hereby certify that the records of our office do not show any unpaid MUNICIPAL TAXES, interest or penalties owing by, SOUTHERN RIBBON COMPANY, INC., as of this date.


Irvin K. Bloom
Acting Tax Collector
and Treasurer

IKB:b

1966 NA



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P. O. BOX 466 — PHONE COLONIAL 8-3371
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER
BERNARD F. NOSSEL
CHIEF DEPUTY

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

THE SOUTHERN RIBBON COMPANY
have been paid.

WITNESS my hand and official seal this
twenty-ninth day of November A.D. 1966.


Deputy Comptroller

ARTICLES OF DISSOLUTION
OF
THE SOUTHERN RIBBON COMPANY

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. *43521*
APR 11 9 10 AM '67
LIBER _____ FOLIO _____
LAND _____
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 29, 1966 at 2:30 o'clock P. M. as in conformity
with law and ordered recorded.

A 9510

Recorded in Liber *7570*, folio *188* one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

SPECIAL FEE
~~XXXXXXXX~~ paid \$ 10.00 Recording fee paid \$ 14.00

To the clerk of the Circuit- Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. ...



Received for record April 11, 1967 at 9:10 A.M. Liber 16,
Receipt No. 43321

STOCK ISSUANCE STATEMENT

WOLFKILL VAULT SERVICE, INC.

Wolfkill Vault Service, Inc., a Maryland corporation, having its principal office at 304 First Federal Building, Hagerstown, Washington County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessment and Taxation of Maryland, that:

First: The corporation has authorized the issuance of 500 shares of the common stock of the corporation of no par value for the consideration set forth in Schedule "A" attached hereto as a part hereof.

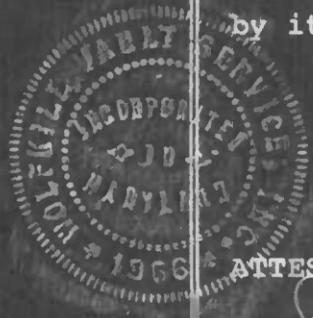
Second: The above consideration which consists of cash in the sum of Forty-Two Hundred Dollars (\$4,200.00) in addition to that set forth in Schedule "A" attached hereto, the actual value of which as determined by the board of directors is not less than \$87,000.00.

Third: The Board of Directors of the corporation is by the charter empowered to authorize the issuance of such shares of stock.

Fourth: The issuance of said shares of stock on the terms above set forth was duly authorized by the Board of Directors of the corporation at a meeting held the 14th day of September, 1966.

IN WITNESS WHEREOF, Wolfkill Vault Service, Inc. has caused these presents to be signed, in its name and on its behalf

by its President, and its corporate seal to be hereunto affixed
by its Secretary on this 2nd day of November 1966.



WOLFKILL VAULT SERVICE, INC.

By [Signature]
President

ATTEST: [Signature]
[Signature]
Secretary

DISTRICT OF COLUMBIA, SS:

I hereby certify that on the 2nd day of November 1966 before me, the subscriber, a notary public of the District of Columbia aforesaid, personally appeared ASHER D. KAHN, President of Wolfkill Vault Service, Inc., a Maryland corporation and in the name and on behalf of said corporation acknowledged the foregoing stock issuance statement to be the corporate act of said corporation and at the same time appeared HENRY GICHNER and made oath in due form of law that he was Secretary of the said corporation at the meeting of the directors at which the issuance of the stock therein mentioned was fully approved and that the matters and facts set forth in said statement are true to the best of his knowledge, information and belief.

WITNESS my hand and notarial seal the day and year above written.

[Signature]
Notary Public, D.C.

My commission expires:
Oct 14 1967



EXHIBIT "A"ASSETSWOLFKILL VAULT SERVICESeptember 30, 1966LAND:

Approximately 4-1/2 acres of improved land located on U. S. Route 40 about 4 miles west of Hagerstown, Md., more fully described in the deed dated October 8, 1948 recorded in Liber No. 249 Folio 201 of the Land Records of Washington County, Maryland.

ROLLING STOCK AND VEHICLES:

- 1 1960 Ford 2-ton flat-bed truck, with special body.
- 1 1962 Chevrolet 1-1/4-ton flat bed truck, with special body.
- 1 1964 Chevrolet 1-1/4-ton flat bed truck, with special body.
- 4 1964 GMC 1-1/2-ton flat bed trucks, with special bodies.
- 1 1962 Chevrolet 3/4-ton pickup truck.
- 1 1966 GMC 3/4-ton pickup truck.
- 1 1962 Wells-Cargo 12-foot trailer.

CEMETERY AND DELIVERY SERVICE EQUIPMENT:

- 8 Wilbert-Way Vault Handling Devices.
- 9 Frigid make Casket-handling devices with end-loading equipment.
- 3 Frigid make Casket-handling devices, standard type.
- 3 Steril make cemetery tents, vinyl-coated duck, aluminum frames.
- 2 Steril make cemetery tents, vinyl-coated duck, steel frames.
- 3 Murrell make 12 x 15 ft. chapel tents.
- 5 Combination chapel style cemetery tents.
- 2 Old cemetery tents.
- 18 Special design vault-handling dollies.
- 4 Chisholm-Moore make chain hoists, light weight, 1/2-ton capacity.
- 2 1-ton chain hoists.
- 2 Japanese 1/2-ton chain hoists.
- 7 Old chain hoists, miscellaneous types.
- 6 sets new grave grass.
- 15 sets grave grass, 1 and 2 years old.
- 6 sets Ex-Tense Aluminum frame folding chairs.
- 66 New wood frame folding chairs, with carrying bags.
- 100 metal folding chairs, various types.
- 8 sets cocoa matting.
- Skid boards, grave boards, tripods, chains, cables, snatch-blocks, blocks, and other miscellaneous items for delivery and cemetery service.

Cash - \$4,200.00.

DISPLAY STANDS AND DISPLAY SAMPLES, in use at funeral homes throughout territory.

- 45 wrought iron display stands.
- 43 Wilbert Continental Vault Miniature Display samples.
- 48 Wolfkill Burial Vault Display Corner Samples.
- 68 Wilbert Burial Vault Display Corner Samples.
- 14 Capitol Burial Vault Display Corner Samples.
- 38 Monarch Burial Vault Display Miniature Samples.
- 30 "Translite" Lighted Display pictures, frames.

PLANT EQUIPMENT:

- 1 Concrete Mixer, CMC make, 105 size, electric motor drive.
- 1 Asphalt cooker, Electric, 150-gallon size.
- 1 Asphalt Cooker, electric, 110 gallon size.
- 2 Asphalt seal cookers, electric, 15-gallon size.
- 1 Asphalt seal cooker, electric, 10-gallon size.
- 2 2-ton electric hoists.
- 2 1-ton electric hoists, Chisholm-Moore make.
- 1 1-ton electric hoist, Budgit make.
- 3 30-foot traveling cranes, mounted on tracks in plants.
- 1 Air Compressor, Hagerstown.
- 1 Air Compressor, Mt. Jackson.
- 1 large Plasco spray outfit.
- 1 small Plasco spray outfit.
- Painting equipment, hose, guns, controls, etc.
- Heating System, boiler, 7 large unit blowers, circulators, etc.
- 1 100-gal. hot water heating tank.
- 2 sets cover-turning devices.
- Vibrators, lines, controls, etc.
- 2 concrete buckets.
- 1 installation of aggregate bins, 40-ton capacity, with batching bucket, 3-beam scales, track, etc.
- 1 180-ton cement silo, gravity, feed, complete.
- 1 electric welder.
- 1 acetylene welder.
- Crane installation, Mt. Jackson plant.
- 1 hydraulic plant dolly, Mt. Jackson.
- 4 new Wilbert Automatic box forms.
- 3 new asphalt forms.
- 3 Wilbert box forms, regular.
- 2 old asphalt forms.
- 1 Monarch automatic box form.
- 1 Capitol automatic box form.
- 1 Rough box automatic box form.
- 2 rough box regular box forms.
- 1 Combination cover form, for Continental.
- 8 cover forms, various, new.
- 6 cover forms, old.
- Concrete testing laboratory equipment.
- Spare parts for Wilbert-Way and Frigid devices.
- Office equipment.
- Power tools, miscellaneous tools, work benches and miscellaneous items.
- Trowels, brushes, clamps, brooms, and similar items.

All license agreements issued by Wilbert W. Haase Co., known as WILBERT LICENSE AGREEMENT AND MONARCH LICENSE AGREEMENT and sub-license agreement issued by the above Sellers, 32 shares of the capital stock of WILBERT W. HAASE, CO.

Accounts receivable as of September 30, 1966 - \$13,702.99.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 2552
APR 11 9 10 AM '67
LIBER _____ FOLIO _____
LAND _____
C. DENNIS THURSTON, CLERK

STOCK ISSUANCE STATEMENT

OF

WOLF KILL VAULT SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 29, 1966 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 9556

Recorded in Liber 7570, folio 482, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..... Recording fee paid \$ 10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles G. Banters



Received for record April 11, 1967 at 9:10 A.M. Liber 16,
Receipt No. 43321

AVALON MANOR, INC.
ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: That the Certificate of Incorporation of Avalon Manor, Inc., a Maryland corporation having its principal office at Route #6, Hagerstown, Maryland, (hereinafter called the Corporation) is hereby amended by striking out Section Second of the said Certificate of Incorporation and inserting in lieu thereof the following:

Section Second: The name of the corporation shall be:
NOLAVA, INC.

SECOND: That the Board of Directors of the Corporation at a meeting duly convened and held on October 28, 1966, duly advised the amendment to the Certificate of Incorporation hereinabove set forth, by passing a resolution declaring that said amendment is advisable and calling a special meeting of stockholders to take action thereon.

THIRD: That the special meeting of stockholders of the Corporation called by the Board of Directors of the Corporation as aforesaid and duly warned in the manner provided by law, was held at the principal office of the Corporation at Route #6, Hagerstown, Maryland, on November 9, 1966 and at said meeting the stockholders, by the affirmative vote of the holders of more than two-thirds of all of the shares of the common stock outstanding and entitled to vote, duly adopted the amendment to the Certificate of Incorporation hereinabove set forth.

IN WITNESS WHEREOF, Avalon Manor, Inc. has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereto affixed and attested by its secretary on the 10th day of November, 1966.

AVALON MANOR, INC.

By Harold N. Taylor
Harold N. Taylor, President

ATTEST:

Selma H. Taylor
Selma H. Taylor, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 10th day of November, 1966, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Harold N. Taylor, President of Avalon Manor, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Selma H. Taylor and made oath in due form of law that she was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Betty Baker
Notary Public

Comm. Exp. July 1, 1967



ARTICLES OF AMENDMENT

OF

AVALON MANOR, INC.

changing its name to
NOLAVA, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 45924
APR 11 9 10 AM '67
LIBERTY FOLIO
LAWSON
COURT CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland November 22, 1966 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 9517

Recorded in Liber 7570, folio 231 ³ one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..... Recording fee paid \$ 10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



Received for record April 11, 1967 at 9:10 A.M. Liber 16,
Receipt No. 43321

VICTOR MANOR, INC.
ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: That the Certificate of Incorporation of Victor Manor, Inc., a Maryland Corporation having its principal office at Route No. 6, Hagerstown, Maryland, (hereinafter called the Corporation), is hereby amended by striking out Section Second of the said Certificate of Incorporation and inserting in lieu thereof the following:

SECTION SECOND: The name of the Corporation shall be:

AVALON MANOR, INC.

SECOND: That the Board of Directors of the Corporation at a meeting duly convened and held on November 17, 1966, duly advised the amendment to the Certificate of Incorporation hereinabove set forth, by passing a resolution declaring that said amendment is advisable and calling a special meeting of stockholders to take action thereon.

THIRD: That the special meeting of stockholders of the Corporation called by the Board of Directors of the Corporation as aforesaid and duly warned in the manner provided by law, was held at the principal office of the Corporation at Route No. 6, Hagerstown, Maryland, on November 18, 1966, and at said meeting of the stockholders, by the affirmative vote of the holders of more than two-thirds of all of the shares of the common stock outstanding and entitled to vote, duly adopted the amendment to the Certificate of Incorporation hereinabove set forth.

IN WITNESS WHEREOF, Victor Manor, Inc., has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereto affixed and attested by its Secretary on the 21st day of November, 1966.

VICTOR MANOR, INC.

By Walton C. Peters
Walton C. Peters
President

VICTOR MANOR, INC.
Separated
1966
Maryland

ATTEST:

Abe Strickler
Abe Strickler, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 21st day of November, 1966, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Walton C. Peters, President of Victor Manor, Inc., a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Abe Strickler, and made oath in due form of law that he was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.



Mary Bishop
Notary Public

My Commission Expires:
July 1, 1967.

ARTICLES OF AMENDMENT

OF

VICTOR MANOR, INC.

Changing its name to
AVALON MANOR, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 43521
APR 11 9 10 AM '67
LIBER _____ FOLIO _____
LAND _____
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland November 22, 1966 at 8:35 o'clock A. M. as in conformity with law and ordered recorded.

A 9516

Recorded in Liber 7570, folio 228³, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$ 10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles D. B... ..



Received for record April 11, 1967 at 9:10 A.M. Liber 16, Receipt No. 43321

ARTICLES OF INCORPORATION
OF
PICKETT PROPERTIES, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Thomas E. Pickett, whose postoffice address is 902 West Washington Street, Hagerstown, Maryland; JoAnn Pickett, whose postoffice address is 902 West Washington Street, Hagerstown, Maryland; and Omer T. Kaylor, Jr. whose postoffice address is 123 West Washington Street, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles of Incorporation.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is PICKETT PROPERTIES, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To build, erect, maintain, manage and operate dry cleaning establishments, car washes, and laundries and in general to do anything and everything necessary, expedient or incidental to the operation of the same.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(d) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations or the proceeds thereof, among the stockholders of this Corporation.

(e) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property

purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(f) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Corporation. The Corporation is formed

upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation is 902 West Washington Street, Hagerstown, Maryland. The resident agent of the Corporation is Thomas E. Pickett, whose postoffice address is 902 West Washington Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand shares (1,000) of the par value of One Hundred (\$100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The Corporation shall have three directors and Thomas E. Pickett, JoAnn Pickett and Omer T. Kaylor, Jr. shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of

Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of, of the surplus of the Corporation or of

the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(f) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 12th day of December, 1966.

Thomas E. Pickett (SEAL)
Thomas E. Pickett

Witness:

Jo Ann Pickett (SEAL)
JoAnn Pickett

Sandra D. Murre

Omer T. Kaylor, Jr. (SEAL)
Omer T. Kaylor, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 12th day of December, 1966, before, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Thomas E. Pickett, JoAnn Pickett and Omer T. Kaylor, Jr. and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

Sandra D. Murre
Notary Public



My commission expires;
July 1, 1967.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 4552
APR 11 9 10 AM '67
LIBER _____
FOLIO _____
C. DENNIS THURSTON, CLERK

ARTICLES OF INCORPORATION
OF
PICKETT PROPERTIES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 13, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 9783

Recorded in Liber 7573, folio 12, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 11.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles G. Barber



Received for record April 11, 1967 at 9:10 A.M. Liber 16, Receipt No. 43321

ARTICLES OF INCORPORATION

OF

DEE-KAY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned subscribers, Paul E. Deeds whose postoffice address is Rt. #2, Clearspring, Maryland, Sara V. Hopkins whose postoffice address is 224 East Antietam Street, Hagerstown, Maryland, William G. Kolosky whose postoffice address is Holiday Acres, Rt#2, Smithsburg, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation(which is hereinafter called the "Corporation") is:

DEE-KAY, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To conduct a general brokerage, agency and commission business for others in the purchase, sale and management of real estate for others and the negotiation of loans thereon; to purchase and sell for others personal property, stocks, bonds, and notes, and to negotiate loans thereon for others; to act as trustee in deeds of trust or mortgages on real or personal property or any evidences of value to secure them, and to act as agents for letting houses, lands and the collection of rents and the payment of taxes.

(b) To buy or otherwise acquire real estate and to subdivide, plat and sell the same, and generally to buy, sell and deal in real and personal property of every kind and description in such manner and upon such terms as the board of directors may determine; to act as trustee in every kind of fiduciary capacity, and generally to do all things necessary or convenient which are incident to or connected with the general business above mentioned, which a natural person would or might do.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(d) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to

carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(e) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation, and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(f) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses; or any of them or any part thereof, or to enhance the value of its property, business or rights.

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 72 East Antietam Street, Hagerstown, Maryland. The resident agent of the Corporation is Paul E. Deeds, whose postoffice address is Rt. #2, Clearspring, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars per share, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The number of directors of the Corporation shall be three, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall

act until the first annual meeting or until their successors are duly chosen and qualify are Paul E. Deeds, Sara V. Hopkins, and William G. Kolosky.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(b) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation, to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(c) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classifications, re-classifications or otherwise, but no such amendment shall be valid unless such change of terms shall have been authorized by the holders of Fifty-five per cent (55%) of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 6th day of December, A. D., 1966.

Paul E. Deeds
Paul E. Deeds

Lucille E. Mowen
Witness

Sara V. Hopkins
Sara V. Hopkins

Lucille E. Mowen
Witness

William G. Kolosky
William G. Kolosky

Lucille E. Mowen
Witness

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this *6th* day of December, A.D., 1966, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Paul E. Deeds, Sara V. Hopkins, and William G. Kolosky, and acknowledged the foregoing Articles of Incorporation to be their act.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my Notarial Seal the day and year last above written.

Lucille E. Mowen
Notary Public



ARTICLES OF INCORPORATION

OF

DEE-KAY, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 43394
APR 11 9 10 AM '67
LIBER _____ FOLIO _____
LAND _____
D. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland December 7, 1966 at 11:15 o'clock A. M. as in conformity with law and ordered recorded.

A 9710

Recorded in Liber 7572, folio 107, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles E. [Signature]



Received for Record April 11, 1967 at 9:10 A.M. Liber 16,
Receipt No. 43321

ARTICLES OF INCORPORATION

OF

FLOJON, INC.

THIS IS TO CERTIFY:

FIRST. That we, the subscribers, John H. Harbaugh, whose postoffice address is Route 5, Frederick, Maryland, Florence B. Harbaugh, whose postoffice address is Route 5, Frederick, Maryland, and Jesse Harbaugh, whose postoffice address is 62 East Irvin Avenue, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles of Incorporation.

SECOND. That the name of the corporation (which is hereinafter called the Corporation) is FLOJON, INC.

THIRD. The purposes for which the Corporation is formed are as follows:

(a) To own, conduct, operate, maintain and carry on a package liquor business in the City of Boonsboro, Washington County, Maryland.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situate.

(d) To purchase or otherwise acquire, hold and reissue shares of its capital stock and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock of any other corporation or association organized under the Laws of the State of Maryland or of any other state; and upon a distribution of the assets or

division of the profits of this Corporation, to distribute any such shares of stock among the stockholders of this Corporation.

(e) To loan or advance money with or without security, without limitation as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature for money borrowed or for any other lawful consideration.

(f) To carry on any of the businesses hereinbefore enumerated for itself or for account of others or through others for its own account and to carry on any other business which may be deemed by it to directly or indirectly effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them or to enhance the value of its property, business or rights.

(g) To carry on all or any part of the aforesaid purposes and to conduct its business in any or all of the states of the United States of America and to maintain offices or places of business in any of the states of the United States of America.

The foregoing enumeration of the purposes, objects and businesses of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

FOURTH. The postoffice address of the principal office of the Corporation in this State is Potomac Street, Boonsboro, Maryland. The resident agent of the Corporation is Jesse Harbaugh, whose postoffice address is 62 East Irvin Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the

State of Maryland and actually resides therein.

FIFTH. The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

SIXTH. The Corporation shall have three directors and John H. Harbaugh, Florence B. Harbaugh and Jesse Harbaugh shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such consideration as the Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so

interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(d) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(e) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire

the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

EIGHTH. The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 28th day of NOVEMBER, 1966.

Witness:

John H. Harbaugh (SEAL)
John H. Harbaugh

Florence B. Harbaugh (SEAL)
Florence B. Harbaugh

Gilbert W. Horner

Jesse Harbaugh (SEAL)
Jesse Harbaugh

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 28th day of November, 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared John H. Harbaugh, Florence B. Harbaugh and Jesse Harbaugh and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

Sandra D. Mercer
Notary Public

My commission expires:
7/1/67



ARTICLES OF INCORPORATION
OF
FLOJON, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 48824
APR 11 9 10 AM '67
LIBER _____ FOLIO _____
LAND _____
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 2, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A. 9619

Recorded in Liber 7571, folio 218⁶, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



Received for record April 11, 1967 at 9:10 A.M. Liber 16, Receipt No. 43321

SPRING VALLEY WOODED ESTATES, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Jennings L. Mullendore, whose post office address is 1151 Oak Hill Avenue, Hagerstown, Maryland, Lawrence R. Martin, whose post office address is 901 Kenwood Drive, Hagerstown, Maryland, and Edward L. Carr, whose post office address is Spade Road, Hagerstown, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the "Corporation"), is: "SPRING VALLEY WOODED ESTATES, INC."

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To buy, sell, deal in, lease, hold or improve real estate, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view to acquire, by purchase, lease, hire or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the same, and generally to hold, manage, deal with and improve the property of the company, and to sell, lease, mortgage, pledge, or otherwise dispose of the lands, tenements and hereditaments or other property of the company; to construct, erect, equip, repair and improve houses, buildings, and public or private roads; to make, enter into, perform and carry out contracts for constructing, altering, decorating, maintaining, furnishing, fitting up and improving buildings of every sort and kind; to advance money to, and enter into contracts and arrangements of all kinds with builders, property owners and others; and to carry on in all their respective branches the business of builders, contractors, decorators, dealers in stone, brick, timber, hardware and other building materials

or requisites.

(b) To conduct a general brokerage, agency and commission business for others in the purchase, sale and management of real estate for others and the negotiation of loans thereon; to purchase and sell for others personal property, stocks, bonds, and notes, and to negotiate loans thereon for others; to act as trustee in deeds of trust or mortgages on real or personal property or any evidences of value to secure them, and to act as agents for letting houses, lands, and the collection of rents and the payment of taxes.

(c) To acquire by purchase, lease or otherwise, the property, rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part the aforesaid businesses, or either of them, or any other business in whole or in part that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof and to pay for any property, rights, business, good will, franchises and assets so acquired in the stock, bonds, or other securities of the Corporation, or otherwise.

(d) To apply for, acquire, hold, use, sell, mortgage, license, assign or otherwise dispose of letters patent of the United States, or any foreign country, and any and all patent rights, licenses, privileges, inventions, improvements, processes and trademarks relating to or useful in connection with any business carried on by the Corporation.

(e) To carry on any other business in connection therewith which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them, or to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights, not contrary to the Laws of the State of Maryland, or any other State in which the Corporation carries on business. The said Corporation shall enjoy

and exercise all the powers and rights conferred by statute upon the Corporation and the enumeration of the specific powers in these Articles of Incorporation are in furtherance of and not in limitation of the general powers conferred by law.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is: 700 Frederick Road, Hagerstown, Maryland. The Resident Agent of the Corporation is: Jennings L. Mullendore, whose post office address is: 700 Frederick Road, Hagerstown, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) directors, and Jennings L. Mullendore, Lawrence R. Martin and Edward L. Carr shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand (\$100,000.00) Dollars par value, divided into ten thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations, and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) The Board of Directors shall from time to time determine whether and to what extent, and at what time and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspec-

tion of the stockholders, and no stockholders shall have the right to inspect any account, book or document of the Corporation except as conferred by the Statutes of Maryland or as authorized by the Board of Directors or by a resolution of the stockholders.

(c) The Board of Directors shall have the power to mortgage the property of the Corporation from time to time without the approval of the stockholders, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(d) The above granted powers to the Corporation and to the Board of Directors thereof are in furtherance of and not in limitation of the general powers conferred by law upon the directors of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 30th day of November, 1966.

WITNESS:

Jennings L. Mullendore
Jennings L. Mullendore

Lawrence R. Martin
Lawrence R. Martin

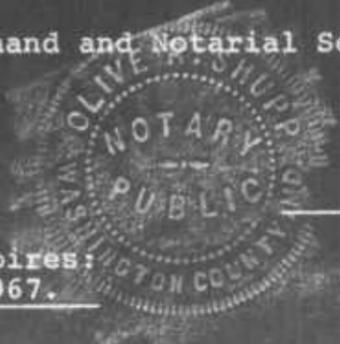
Edward L. Carr
Edward L. Carr

Olive R. Shupp
OLIVE R. SHUPP

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, That on this 30th day of November, 1966, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Jennings L. Mullendore, Lawrence R. Martin and Edward L. Carr, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal the day and year last above written.



Olive R. Shupp
Notary Public
OLIVE R. SHUPP

My commission expires:
July 1, 1967.

ARTICLES OF INCORPORATION

OF

SPRING VALLEY WOODED ESTATES, INC.

STATE OF MD.
 RECEIVED FOR RECORD
 APR 11 9 10 AM '66
 LIBER FOLIO
 LAND
 G. BENN'S TRUSTEES, CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland December 1, 1966 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 9571

Recorded in Liber 7570, folio 561 ⁵ one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. ...



Received for record April 11, 1967 at 9:10 A.M. Liber 16, Receipt
No. 43321

ARTICLES OF INCORPORATION

LAKIN INDUSTRIES, INC.

THIS IS TO CERTIFY:

First: That we, the subscribers, Robert E. Lakin, whose Post Office address is 331 North Main Street, Boonsboro, Washington County, Maryland, Paul H. Beard, whose Post Office address is 1801 Crest Drive, Hagerstown, Washington County, Maryland, George W. Sellers III, whose Post Office address is 1760 Pennsylvania Avenue, Hagerstown, Washington County, Maryland and Lee U. Michael, whose Post Office address is 126 Hampton Road West, Williamsport, Washington County, Maryland, each of whom are at least twenty-one years of age, do hereby, under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations, associate ourselves for the purpose with the intention of forming a corporation.

Second: That the name of the corporation is:

LAKIN INDUSTRIES, INC.

Third: That the purpose for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

A. To exercise all or any of the general powers conferred upon corporatins by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto

B. To engage in the general business of constructing and building roads, bridges, buildings and dwellings of all types, character and description and in the repair and remodeling, maintenance and reconstruction of roads, buildings of all types and description, bridges and other structures of every nature and description.

C. To buy, sell, lease, rent and otherwise deal in, both at wholesale and retail, equipment and tools of every nature and description.

D. To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.

E. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, businesses, contracts, goodwill, franchise, and assets of every kind of any corporation, partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

F. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulas, and the like which may be used for or be incidental to any of the purposes of the corporation and to use, exercise, develop and grant licenses in respect of, sell or otherwise dispose of and deal in the same.

Fourth: The Post Office address of the principal office of the corporation in this State will be located at 879 Commonwealth Avenue, Hagerstown, Washington County, Maryland. The resident agent of the corporation is Paul H. Beard whose Post Office address is 1801 Crest Drive, Hagerstown, Washington County, Maryland or 879 Commonwealth Avenue, Hagerstown, Washington County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

Fifth: The total number of shares of stock of all classes which the corporation has authority to issue is 20,000 shares having a par value of Ten (\$10.00) Dollars each. The aggregate par value of all such shares is \$200,000.00.

Sixth: The shares of said stock shall be non-assessable and shall be entitled to one vote per share at all meetings of stockholders of the corporation. Dividends may be declared thereon in such amount and at such times as the Directors may determine, subject to the provisions of law. In the event of liquidation or winding up of the corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

Seventh: The shares of stock of the corporation shall be transferable only on the books of the corporation upon surrender of the certificates therefor properly endorsed.

Eighth: The number of Directors of the corporation shall be Four (4), which number may be increased or decreased pursuant to the By-laws of the corporation, but shall never be less than Four (4); and the names of the Directors who shall act as such until the first annual meeting or until their successors are duly chosen and qualify are Robert E. Lakin, Paul H. Beard, George W. Sellers III and Lee U. Michael.

Ninth: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the Directors and stockholders:

A. The Board of Directors of the Corporation is hereby authorized and empowered to authorize the issuance from time to time of shares of stock, of any class, whether now or hereafter authorized or securities convertible into the shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors deem advisable, subject to such limitations and restrictions, if any, as may be provided by law or set forth in the By-laws of the corporation.

B. The corporation reserves the right to make from time to time any amendments of its Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise. Any such amendments shall be valid if authorized by the holders of a majority of all issued and outstanding shares of stock unless a greater percentage is required by the provisions of law.

C. Stockholders shall have preemptive rights.

Tenth: The Charter of this corporation shall be perpetual.

Robert E. Lakin
Robert E. Lakin

Paul H. Beard
Paul H. Beard

George W. Sellers III
George W. Sellers III

Lee U. Michael
Lee U. Michael

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this 30th day of November, A.D., 1966, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert E. Lakin, Paul H. Beard, George W. Sellers III and Lee U. Michael, personally known to me to be the persons whose names are subscribed to the foregoing instrument and who did each acknowledge that they executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

Patty Reams
Patty Reams
Notary Public

My Commission Expires:
July 1, 1967



ARTICLES OF INCORPORATION

OF
LAKIN INDUSTRIES, INC.

STATE OF MD. COUNTY
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 42224
APR 11 9 10 AM '67
LIBER _____ FOLIO _____
LAMB E
BUSINESS THURSTON CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 1, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 9595

Recorded in Liber 7571, folio 62⁵, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 40.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. ...



Received for record April 11, 1967 at 9:10 A. M. Liber 16,
Receipt No. 43321

ARTICLES OF INCORPORATION
OF
MASSEY INSURANCE AGENCY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Paul C. Massey, whose post office address is 2501 Virginia Avenue, Route #2, Williamsport, Maryland; Robert F. Cushen, whose post office address is Eckstine Lane, Route #2, Williamsport, Maryland; and Don K. Massey, whose post office address is 102 Williams Circle, Route #2, Williamsport, Maryland, all being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is:

MASSEY INSURANCE AGENCY, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

1. To establish, maintain, conduct, operate, engage in and carry on a general insurance, bonding and brokerage insurance business, and to engage in a general real estate and real estate brokerage business, in Washington County, State of Maryland, and at such other place or places that may be determined upon by the Board of Directors of this Corporation, and to do and transact such other business, subject to the laws of this or any other state or country, that may be calculated to promote the interests of the Corporation.

2. To maintain an agency for the writing and selling of insurance issued by regularly incorporated insurance companies, domestic and foreign, or firms and individuals lawfully engaged in writing, underwriting, issuing, or furnishing insurance of any or every kind and description, including insurance of human beings against death, sickness, or personal injury, or property against loss or damage from fire, water, wind, burglaries, or other causes, liability insurance, use and occupancy, profits of business, automobiles of any and all kinds, including property damage, liability, collision, etc., theft, plate glass, and fidelity, surety, and casualty bonds, and all insurance and bonds of every kind and description.

3. To more particularly engage in the business of a general insurance agent in dealing directly with insurance companies, firms, and individuals engaged in the selling of policies of insurance and bonds of every nature, kind and description.

4. To act as agent and broker for corporations, firms, and individuals, lawfully engaged in issuing or furnishing insurance of every kind and description and fidelity, surety, and casualty bonds of every kind and description.

5. To act as a special agent and broker in the conduct of an insurance business in the handling of insurance and bonds as heretofore set forth and outlined.

6. To conduct a general insurance agency and any insurance brokerage business, to act as a general agent, as well as a special agent or broker, in the carrying on of any agency, for the selling of policies of insurance consisting of fire, casualty, plate glass, steam boilers, elevators, accidents, physicians' defense, marine, credit, life insurance, and all

other kinds of insurance on human beings or property of every nature, kind and description, and in the selling of fidelity, casualty, trustee, mortgagee, contractor, judicial, indemnity, surety, or other kinds of bonds of every kind and description.

7. To engage in and carry on a business of investigating, adjusting, compromising, and settling of claims presented against insurance and bonding corporations, firms, and individuals, and to maintain a general business for the adjustment and settlement of losses and claims against insurance and bonding companies, as well as to act as agent and adjuster for any individual, firm, or corporation engaged in any other kind of business, in investigating, adjusting, compromising, and settling claims and losses of every kind and description.

8. To manufacture, purchase, or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

9. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

10. To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

11. To purchase, lease or otherwise acquire, all or any part of the property, rights, business, contracts, good will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent),

carrying on or having carried on in whole or in part any of the aforesaid businesses or any other business that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

12. To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

13. To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidence of indebtedness, issued or created by, any other corporation or association organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges or ownership; including the right to vote of any shares of stock so held or owned; and upon a distribution

of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

14. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities, or other evidence of indebtedness, created or issued by any such other corporation or association.

15. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate business.

16. To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects

or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights.

17. To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended by the mentioning of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this state is 30 East Baltimore Street, Hagerstown, Maryland; the resident agent of the Corporation is Paul C . Massey, whose post office address is 2501 Virginia Avenue, Route #2, Williamsport, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 10,000 shares of the par value of \$10.00 each, all of which shares are of one class,

and are designated common stock. The aggregate par value of all shares having par value is \$100,000.00.

SIXTH: The Corporation shall have three (3) directors, and Paul C. Massey, Robert F. Cushen and Don K. Massey shall act as such until the first annual meeting, or until their successors are duly chosen and qualify. The number of Directors may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3).

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with par value, of any class, and securities convertible into shares of its stock, with par value, of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

2. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the

Board of Directors or a majority thereof; and any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation or not so interested.

5. The Board of Directors shall have power, from time to time, to fix and determine and to carry the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation, or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

4. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classifications, re-classifications or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such changes of terms shall have been authorized by the holders of four-fifths of all such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.

5. No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

6. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

7. The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or re-classify any unissued shares of stocks, whether now or hereafter authorized by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of such shares.

8. The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part of other corporations of unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 29 day of November, A.D., 1966.

Witness:

Helmut R. Yeakle
Paul C. Massey (SEAL)
Paul C. Massey
Robert F. Cushen (SEAL)
Robert F. Cushen
Don K. Massey (SEAL)
Don K. Massey

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 29 day of November A.D., 1966, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Paul C. Massey, Robert F. Cushen and Don K. Massey, and severally acknowledged the foregoing Articles of Incorporation to be their respective acts.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Notarial Seal.

Helmut R. Yeakle
Notary Public

My commission expires:

July 1, 1967



ARTICLES OF INCORPORATION

OF

MASSEY INSURANCE AGENCY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 30, 1966 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 9561

Recorded in Liber 7576, folio 509¹¹, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles D. ...



Received for record April 11, 1967 at 9:10 A.M. Liber 16, Receipt No. 43321.

ARTICLES OF INCORPORATION

OF

DUPLICRAFTERS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Paul A. Benner, whose post office address is 516 East Wilson Boulevard, Hagerstown, Maryland; Mary M. Benner, whose post office address is 516 East Wilson Boulevard, Hagerstown, Maryland; and John M. Colton, whose post office address is 138 West Washington Street, Hagerstown, Maryland, all being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is:

DUPLICRAFTERS, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

1. To carry on a general printing, engraving, lithographing, electro-typing, and publishing business, in all the branches thereof, in the County of Washington, State of Maryland, and at such place or places that may be determined by the Board of Directors of this Corporation, and to do and transact such other business, subject to the laws of this or any other State or Country.

2. To establish, maintain, conduct and operate one or more places of business, either at wholesale or retail, for the

sale of, and dealing with, all kinds of goods, wares, merchandise, materials, and machinery, in connection with the general printing, engraving, lithographing, electro-typing and publishing business, and to engage in and carry on the business of importing, exporting, manufacturing, producing, buying, selling and otherwise dealing in and with goods, wares, and merchandise of every class and description.

3. To manufacture, purchase, or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

4. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

5. To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

6. To purchase, lease or otherwise acquire, all or any part of the property, rights, business, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of aforesaid businesses or any other business that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and

pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

7. To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

8. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidence of indebtedness, issued or created by, any other corporation or association organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges or ownership; including the right to vote of any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

9. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities, or other evidence of indebtedness, created or issued by any such other corporation or association.

10. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate business.

11. To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights.

12. To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches

in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries, and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended by the mentioning of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this state is 516 East Wilson Boulevard, Hagerstown, Maryland; the resident agent of the Corporation is Paul A. Benner, whose post office address is 516 East Wilson Boulevard, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 10,000 shares of the par value of \$10.00 each, all of which shares are of one class, and are designated common stock. The aggregate par value of all shares having par value is \$100,000.00.

SIXTH: The Corporation shall have three (3) directors, and Paul A. Benner, Mary M. Benner and Merle S. Elliott shall act as such until the first annual meeting, or until their successors are duly chosen and qualify. The number of Directors may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3).

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with par value, of any class, and securities convertible into shares of its stock, with par value, of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

2. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining

the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation or not so interested.

5. The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation, or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

4. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classifications, re-classifications or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such changes of terms shall have been authorized by the holders of four-fifths of all such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.

5. No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any

shares of any class or any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

6. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

7. The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or re-classify any unissued shares of stocks, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of such shares.

8. The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or

classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 22nd day of November, A.D., 1966.

Witness:

Paul A. Benner (SEAL)
Paul A. Benner

Ethel P. Stephey
Ethel P. Stephey

Mary M. Benner (SEAL)
Mary M. Benner

John M. Colton (SEAL)
John M. Colton

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 22nd day of November, A.D., 1966, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Paul A. Benner, Mary M. Benner and John M. Colton, and severally acknowledged the foregoing Articles of Incorporation to be their respective acts.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal.

Ethel P. Stephey
Notary Public



My commission expires:
July 1, 1967

ARTICLES OF INCORPORATION

OF

DUPLICRAFTERS, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 430
APR 11 9 10 AM '67
LIBER FOLIO
LAND
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland November 25, 1966 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 9468

Recorded in Liber 7569, folio 10 330 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 18.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles J. [Signature]





MANUFACTURERS OF

Fertilizers · Agricultural Chemicals

363

Received for record April 17, 1967 at 10:26 A.M. Liber 16, Receipt No. 43496

CENTRAL CHEMICAL CORPORATION

GENERAL OFFICES
HAGERSTOWN · MARYLAND 21740

CERTIFICATION

I, Martha V. Wolford, Assistant Secretary of Central Chemical Corporation, do hereby certify that the following is a true and correct copy of Resolution duly adopted at a meeting of the Board of Directors of said Corporation, duly called and regularly held on the 15th day of December 1966, at which a quorum was present, and is in full force and effect:

"RESOLVED, That the Resident Agent of Central Chemical Corporation in the State of Maryland be changed to: Franklin M. Thomas, Jr. The said Resident Agent is a citizen of the State of Maryland and his residence is: 523 Gordon Circle, Hagerstown, Maryland".

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of said Corporation to be affixed hereto this 20th day of December 1966.

Martha V. Wolford
Assistant Secretary



NOTICE OF CHANGE OF RESIDENT AGENT OF

CENTRAL CHEMICAL CORPORATION (a Md. Corp)

received for record January 3, 1967

and recorded in Liber F No. 575

the charter records of the State Department of Assessments and Taxation of Maryland.

To the Clerk of the Circuit Court of Washington County.

AA No 4414

Recording Fee Paid \$2.00

STATE OF MD. COUNTY
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 43496
APR 17 10 26 AM '67
FOLIO
CLERK

363
16
292



Received for record April 17, 1967 at 10:26 A.M. Liber 16, Receipt No. 43496

ARTICLES OF MERGER, dated the 31st day of December, 1966, by and between Sharrett Volkswagen, Inc., a Maryland corporation, (the Surviving Corporation), and Auto Show, Limited, a Maryland corporation, (the Merging Corporation);

W I T N E S S E T H :

FIRST: Sharrett Volkswagen, Inc. and Auto Show, Limited, which are the corporations parties to these Articles of Merger, and both of which are incorporated under the laws of the State of Maryland, hereby agree to effect the merger herein provided for upon the terms and conditions hereinafter set forth.

SECOND: Sharrett Volkswagen, Inc. is the corporation which will survive the merger.

THIRD: The following amendments to the charter of the Surviving Corporation shall be effected as part of this merger:

(a) By striking out Article Third of the Certificate of Incorporation of the Surviving Corporation, and inserting in lieu thereof a new Article Third, which shall read as follows:

"THIRD: The purposes for which the Corporation is formed, and the business or objects to be carried on or by it are as follows:

(a) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts or accessories used in connection therewith; and the purchasing, acquiring, owning, selling, and generally dealing in all types of supplies

used by all types of motor vehicles.

(b) To engage in the retail and wholesale sales of auto parts and accessories.

(c) To engage in and to own, operate and run, conduct and manage a business engaged in repairing and reconditioning automobiles, automotive and mechanical products, and other personal property of any and every sort, character, nature, and description, and to do such other things as are incidental, proper, or necessary to the operation of the business, or to carrying out of any or all of the purposes.

(d) To engage in or carry on any other business which may conveniently be conducted in conjunction with the business of the Corporation.

(e) To manufacture, purchase, lease or otherwise acquire, to hold, own, use, operate, manage, mortgage, pledge, sell, lease, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real or personal property of every class and description as at any time, in the judgment of the Board of Directors, may be necessary, useful or advantageous for the use of the Corporation; and in particular lands, buildings, business concerns and undertakings, mortgages, shares, stocks, debentures, securities, concessions, produce, policies, book debts, and claims and any interest in real or personal property, and any claims against such property, or against any person or corporation and to carry on any business, concern or undertakings so acquired.

(f) To acquire by purchase, lease or otherwise, the property, rights, business, good will, franchises, and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part the aforesaid businesses, or either of them, or any other business in whole or in part that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof and to pay for any property, rights, business, good will, franchises and assets so acquired in the stock, bonds or other securities of the corporation or otherwise.

(g) To endorse, guarantee, indemnify and make secure, and assume the punctual performance of any obligations, contracts, covenants or choses in action of any other person, firm, corporation, state, city, county, municipality or other governmental entity.

(h) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, trademarks and trade names relating to or useful in connection with any business of this corporation.

(i) To purchase or otherwise acquire, hold, sell or otherwise dispose of, and reissue the shares of its own capital stock of any class and to deal in its own securities.

(j) To enter into any form of management contract.

In general, to invest the capital of this Company for profit and to use and deal in money and wealth in any fashion and to do any and all of the things hereinabove

set forth and such other things as are incidental or conducive to the attainment of the objects and purposes of the Corporation, as principal, factor, agent, contractor or otherwise, either alone or in conjunction with any other person, firm, association or corporation, and in carrying on its business and for the purpose of furthering or attaining any of its objects, to make and perform contracts of any kind and description, and to do such acts and things and to exercise all and any such powers to the same extent as a natural person might or could lawfully do to the extent allowed by law.

The above granted powers of the Corporation are in furtherance of and not in limitation of the general powers conferred by law on the Corporation."

(b) By striking out Article Fourth of the Certificate of Incorporation of the Surviving Corporation, and inserting in lieu thereof a new Article Fourth, which shall read as follows:

"FOURTH: The Post Office address of the principal office of the Corporation in the State of Maryland is No. 1333 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in the State of Maryland are Ralph L. Sharrett, 1333 Dual Highway, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein."

(c) By striking out Article Fifth of the Articles of Incorporation of the Surviving Corporation, and inserting in lieu thereof a new Article Fifth, which shall read as follows:

"FIFTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3)."

(d) By striking out the paragraph in the Certificate of Incorporation which provides "The total amount of authorized capital stock of the Corporation is Two Hundred Thousand (\$200,000.00) Dollars divided into Twenty Thousand (20,000) shares of common stock of the par value of Ten (\$10.00) Dollars each." and inserting in lieu thereof a new Article Sixth reading as follows:

"SIXTH: The total number of shares of stock which the Corporation has authority to issue is Thirty Thousand (30,000) shares of the par value of Ten Dollars (\$10.00) a share, all of one class, and having an aggregate par value of Three Hundred Thousand Dollars (\$300,000.00)."

(e) By adding to the Certificate of Incorporation of the Surviving Corporation a new Article Seventh reading as follows:

"SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation and to direct and determine the use and disposition of any surplus or net profits; and the amount of the surplus and net profits of the Corporation to be reserved before the payment of any dividend shall rest wholly in the discretion of the Board of Directors.

(3) Any officer or employee of the Corporation may be removed at any time with or without cause by the Board of Directors or by any committee or superior officer upon whom such power of removal may be conferred by the By-Laws or by authority of the Board of Directors and such action shall be conclusive on the officer or employee so removed.

(4) The Corporation reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized by law.

(5) No action which may be taken by the Board of Directors of the Corporation and with respect of which any Director may have a pecuniary or personal interest, either on his own behalf or on behalf of any other person, shall be avoided or avoidable or otherwise affected by reason of such interest, regardless of whether such Director voted in favor of or against such action, or abstained from voting, and of whether

the presence of such Director was necessary for a quorum; and no such Director shall have any liability by reason of such interest."

(f) By adding to the Certificate of Incorporation of the Surviving Corporation a new Article Eighth reading as follows:

"EIGHTH: The duration of the Corporation shall be perpetual."

FOURTH: The Total amount of the authorized capital stock of each of the Corporations parties to these Articles of Merger is as follows:

(a) Sharrett Volkswagon, Inc. has an authorized capital stock consisting of Twenty Thousand (20,000) shares of the par value of Ten Dollars (\$10.00) each, having an aggregate par value of Two Hundred Thousand Dollars (\$200,000.00).

(b) Auto Show, Limited has an authorized capital stock consisting of Ten Thousand (10,000) shares of the par value of Ten Dollars (\$10.00) each, having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00), all of one class.

FIFTH: The number of shares, if any, of each class of the Surviving Corporation to be issued for shares of stock of each class of each of the corporations parties to these Articles of Merger and the manner of converting the stock of each of such corporations into stock of the Surviving Corporation are as follows:

(a) One Thousand Eight Hundred (1,800) shares of the \$10.00 par value capital stock of the Surviving Corporation shall be issued by the Surviving Corporation in exchange for the presently issued and outstanding Nine Hundred (900) shares

of \$10.00 par value capital stock of the Merging Corporation

(b) On or after the effective date of these Articles of Merger the holder of the outstanding certificates for Nine Hundred (900) shares of \$10.00 par value capital stock of the Merging Corporation will be entitled to receive, upon surrender thereof, certificates for One Thousand Eight Hundred (1,800) shares of \$10.00 par value capital stock of the Surviving Corporation. However, pending such surrender the outstanding certificates for shares of capital stock of the Merging Corporation shall be deemed to evidence for all corporate purposes the ownership of the number of shares of the capital stock of the Surviving Corporation for which they are exchangeable as hereinabove provided.

(c) Each of the presently issued and outstanding Six Thousand Two Hundred Eighty (6,280) shares of \$10.00 par value capital stock of the Surviving Corporation shall automatically continue as shares of capital stock of the Surviving Corporation, and in addition One Thousand Nine Hundred Twenty (1,920) shares of the \$10.00 par value capital stock of the Surviving Corporation shall be issued to its stockholders.

(d) After the merger is effected the Surviving Corporation shall have Ten Thousand (10,000) shares of capital stock having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00) issued and outstanding, all of which will be capital stock of the Surviving Corporation.

No other consideration will be paid, transferred or issued by the Surviving Corporation for the shares of stock of the corporations parties to these Articles of Merger.

The amount by which the combined capital and surplus of the Merging and Surviving Corporations exceed said \$100,000.00

of stated capital of the Surviving Corporation shall constitute earned surplus thereof.

SIXTH: The principal offices in the State of Maryland of both corporations parties to these Articles of Merger are located in Washington County. The Merging Corporation does not own any property in any county of Maryland, the title to which could be affected by the recording of an instrument among the land records.

SEVENTH: The proposed form of these Articles of Merger was submitted to the Board of Directors of Auto Shows, Limited at a special meeting of said Board of Directors duly held on December 21 , 1966 and the said Board of Directors adopted resolutions declaring that the proposed merger is advisable upon the terms and conditions set forth in these Articles of Merger, directing that the proposed Articles of Merger be submitted for action thereon at a special meeting of the stockholders of said corporation, and authorizing the execution and filing of these Articles of Merger if the same were approved by the stockholders. A consent in writing approving the proposed Articles of Merger was signed by the holder of all of the outstanding stock on December 21 , 1966 and such consent is filed with the records of said corporation.

EIGHTH: The proposed form of these Articles of Merger was submitted to the Board of Directors of Sharrett Volkswagen, Inc. at a special meeting of said Board of Directors duly held on December 22 , 1966 and the said Board of Directors adopted resolutions declaring that the proposed merger is advisable upon the terms and conditions set forth in these Articles of Merger, directing that the proposed Articles of Merger be submitted for action thereon at

a special meeting of the stockholders of said corporation, and authorizing the execution and filing of these Articles of Merger if the same were approved by the stockholders. A consent in writing approving the proposed Articles of Merger was signed by the holder of all of the outstanding stock on December 22, 1966 and such consent is filed with the records of said corporation.

NINTH: These Articles of Merger have been duly advised by the Board of Directors of Sharrett Volkswagen, Inc., and approved by its stockholders in the manner and by the vote required by Article 23 of the Annotated Code of Maryland and by its Charter.

TENTH: These Articles of Merger have been duly advised by the Board of Directors of Auto Show, Limited and approved by its stockholders in the manner and by the vote required by Article 23 of the Annotated Code of Maryland and by its Charter.

ELEVENTH: These Articles of Merger shall be effective when they have been accepted for record by the State Department of Assessments and Taxation of Maryland.

TWELFTH: Upon the effective date of these Articles of Merger the separate existence of the Merging Corporation shall cease and all property, rights, privileges and franchises of whatsoever nature and description of the Merging Corporation shall be transferred to, vested in and devolved upon the Surviving Corporation, and the Surviving Corporation shall be liable for all the debts and obligations of the Merging Corporation; provided however, that notwithstanding any provision hereof confirmatory deeds, assignments and other like instruments may, at any time and from time to time, when deemed desirable to evidence such transfer, vesting or devolu-

tion of any property, rights, privileges or franchises of the Merging Corporation, be made and delivered in the name of the Merging Corporation by the last acting officers thereof or by the corresponding officers of the Surviving Corporation.

IN WITNESS WHEREOF, each corporation party to these Articles of Merger has caused these Articles of Merger to be signed and acknowledged in its name and on its behalf by its respective President and its respective corporate seal to be hereunto affixed and attested by its respective Secretary.

ATTEST:

Shirley C. Soltis
Shirley C. Soltis
Secretary

SHARRETT VOLKSWAGEN, INC.

By Ralph L. Sharrett
Ralph L. Sharrett
President



ATTEST:

Shirley C. Soltis
Shirley C. Soltis
Secretary

AUTO SHOW, LIMITED

By Ralph L. Sharrett
Ralph L. Sharrett
President



STATE OF MARYLAND)
) SS:
 COUNTY OF WASHINGTON)

I HEREBY CERTIFY that on the 23 day of December, 1966, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared Ralph L. Sharrett, the President of Sharrett Volkswagen, Inc., being a Corporation organized and existing under the laws of the State of Maryland, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Merger to be the corporate act of said Corporation, and at the same time personally appeared Shirley C. Soltis and made oath in due form of law that she was Secretary of the meeting of the Board of Directors of said Corporation at which the said Articles of Merger were approved, and that the matters and facts set forth in said Articles of Merger are true to the best of her knowledge, information and belief.

WITNESS my hand and notarial seal the day and year last above written.

Houder Smith
 Notary Public

My Commission Expires: 7/1/67



STATE OF MARYLAND)
) SS:
COUNTY OF WASHINGTON)

I HEREBY CERTIFY that on the 23 day of December, 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington aforesaid, personally appeared Ralph L. Sharrett, the President of Auto Show, Limited, being a Corporation organized and existing under the laws of the State of Maryland, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Merger to be the corporate act of said Corporation, and at the same time personally appeared Shirley C. Soltis and made oath in due form of law that she was Secretary of the meeting of the Board of Directors of said Corporation at which the said Articles of Merger were approved, and that the matters and facts set forth in said Articles of Merger are true to the best of her knowledge, information and belief.

WITNESS my hand and notarial seal the day and year last above written.

Theresa M. Smith

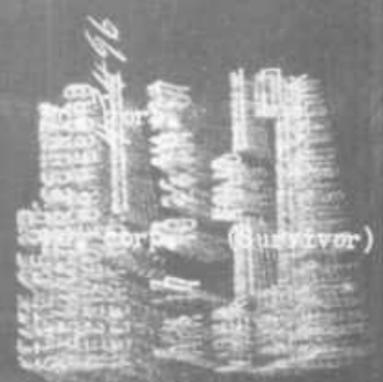
Notary Public

My Commission Expires: 7/1/67



ARTICLES OF MERGER

between
AUTO SHOW LIMITED
merging into
SHARRETT VOLKSWAGEN, INC.



approved and received for record by the State Department of Assessments and Taxation
of Maryland December 30, 1966, at 4:30 o'clock P. M. as in conformity
with law and ordered recorded.

A 10110

Recorded in Liber 7576, folio 14/255, one of the Chartered Records of the State
Department of Assessments and Taxation of Maryland.



Bonus tax paid \$..... Recording fee paid \$26.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



Received for record April 17, 1967 at 10:26 A.M. Liber 16, Receipt
No. 43496

BAER FOODS, INC.

ARTICLES OF INCORPORATION.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John M. Baer, whose post office address is 2141 Fairfax Road, Hagerstown, Maryland, Edwin H. Miller, whose post office address is 82 W. Washington Street, Hagerstown, Maryland, and George E. Lambillotte, Jr., whose post office address is 167 S. Potomac Street, Hagerstown, Maryland, all being at least twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is: "BAER FOODS, INC."

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To engage in the business of manufacturing and selling frozen creamery products and frozen foods or confections; and to manufacture, buy, sell, and generally deal in refrigerating and freezing machinery and equipment for the manufacture of frozen creamery products and frozen foods or confections.

(b) To buy, sell, trade, manufacture, deal in, and deal with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business.

(c) To carry on the business of general warehousemen, and particularly to maintain, conduct, and operate cold storage warehouses, dry storage warehouses, bonded warehouses, and common warehouses for the storage of merchandise, machinery, furniture, farm products, and all other products and manufactures and chattels and effects of all kinds, both of foreign or domestic

production or manufacture.

(d) To buy, sell, deal in, lease, hold or improve real estate, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view to acquire, by purchase, lease, hire or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the same, and generally to hold, manage, deal with and improve the property of the company, and to sell, lease, mortgage, pledge, or otherwise dispose of the lands, tenements and hereditaments or other property of the company.

(e) To subscribe for, acquire, sell, hold, exchange and deal in shares of stock, bonds, obligations or securities of any public or private corporation, government or municipality, and have the express power to hold, purchase, or otherwise acquire, and to sell, assign, transfer, mortgage or otherwise dispose of absolutely or upon condition shares of the capital stock, bonds, or other evidences of indebtedness created by any other corporation or corporations, and while the owner thereof, to exercise all of the incidents of ownership.

(f) To acquire by purchase, lease or otherwise, the property, rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part the aforesaid businesses, or either of them, or any other business in whole or in part that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof and to pay for any property, rights, business, good will, franchises and assets so acquired in the stock, bonds, or other securities of the Corporation, or otherwise.

(g) To apply for, acquire, hold, use, sell, mortgage, license, assign or otherwise dispose of Letters Patent of the United States, or any foreign country, and any and all patent rights, licenses, privileges, inventions, improvements, processes and trademarks relating to or useful in connection with any business carried on by the Corporation.

(h) To carry on any other business in connection therewith which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or either of them, or to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights, not contrary to the Laws of the State of Maryland, or any other state in which the Corporation carries on business. The said Corporation shall enjoy and exercise all the powers and rights conferred by statute upon the Corporation, and the enumeration of the specific powers in these Articles of Incorporation are in furtherance of and not in limitation of the general powers conferred by law.

FOURTH: The post office address of the principal office of the Corporation in this State is: No. 348 West Franklin Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is: John M. Baer, 2141 Fairfax Road, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is twenty thousand (20,000) shares of the par value of Ten (\$10.00) Dollars a share, all of one class, and having an aggregate par value of Two Hundred Thousand (\$200,000.) Dollars.

SIXTH: The number of directors of the Corporation shall be Five (5), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify, are: John M. Baer, Niemann A. Brunk, J. Milton Brunk, George E. Lambillotte, Jr. and Kenneth D. Witmer.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized.

(b) The Board of Directors shall have the power to mortgage the property of the Corporation from time to time without the approval of the stockholders, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of the working capital of the Corporation; to determine whether any, and if any, what part of the surplus of the Corporation or net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter; and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of stock of the Corporation, or any of its bonds, or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of the holders of a majority of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in these Articles of Incorporation.

(e) The above granted powers to the Corporation and to the Board of Directors thereof are in furtherance of and not in

limitation to the General Powers conferred by law upon the directors of a corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 29th day of November, 1966.

WITNESS:

John M. Baer
John M. Baer

Edwin H. Miller
Edwin H. Miller

George E. Lambillotte, Jr.
George E. Lambillotte, Jr.

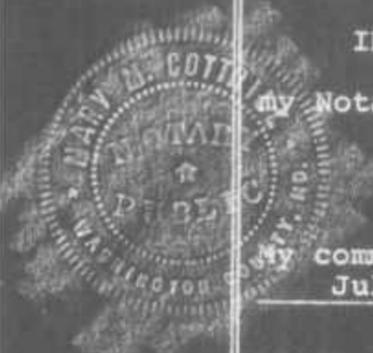
STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, That on this 29th day of November, 1966, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John M. Baer, Edwin H. Miller and George E. Lambillotte, Jr., and severally acknowledged the foregoing Articles of Incorporation to be their act.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year last above written.

Mary M. Cottrell
Notary Public

My commission expires:
July 1, 1967



ARTICLES OF INCORPORATION
OF
BAER FOODS, INC.

STATE OF MD. COUNTY
WASHINGTON FOR RECORD
RECEIVED NO. 43446

APR 17 10 26 AM '67

LIBER _____ FOLIO _____
LAND _____
G. DENNIS THURSTON, CLERK

383

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 27, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A. 10023

Recorded in Liber 7575, folio 305⁶ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 40.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. ...



2/1-1-1-384

Received for record April 17, 1967 at 10:26 A.M. Liber 16, Receipt No. 43496

ARTICLES OF INCORPORATION

OF

THE JAYCEES OF HAGERSTOWN, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Alfred S. Bendell, III, whose post office address is 123 South Foundry Street, Hagerstown, Maryland, John H. Urner, whose post office address is 100 West Washington Street, Hagerstown, Maryland and Fred C. Wright, III, whose post office address is 74 West Washington Street, Hagerstown, Maryland, all being of full legal age so, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a non-profit corporation by the execution and filing of these Articles.

SECOND: The name of the non-profit corporation which is hereinafter called the "Corporation," is

THE JAYCEES OF HAGERSTOWN, INC.

THIRD: The purposes for which the said Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To provide the young men of the City of Hagerstown and vicinity a medium for training in leadership and citizenship; to promote the civic, industrial and educational development of this community; to secure and disseminate accurate information relating thereto; to oppose legislation unfavorable to the general public interest and promote legislation favorable thereto; and to cooperate with other organizations in advancing their programs of usefulness to this City, County, State and Nation.

(b) To acquire by purchase, exchange, lease, hire, gift or otherwise and to hold, own, improve, manage, sell, mortgage, pledge, convey, transfer or otherwise deal in, utilize or dispose of real and personal property of every kind and description which may be appropriate, useful or necessary to the Corporation for the purposes for which it is organized.

(c) To perform or contract for the performance by others of any work or service deemed necessary or desirable in carrying on or furthering the purpose of the Corporation, and in the upkeep, improvement or perservation of the Corporation's property interests.

The Corporation shall have and exercise all the powers conferred by the General Laws of the State of Maryland upon corporations formed hereunder and exercise and enjoy all powers, rights and privileges granted to or conferred upon corporations of this character by said General Laws now or hereafter in force and the enumeration of the foregoing certain powers shall not be deemed to exclude any such other rights, privileges and powers.

FOURTH: The post office address of the place at which the principal office of the Corporation is located is P. O. Box 465, Hagerstown, Maryland. The resident agent of the Corporation is Michael R. Kilpatric, whose post office address is 18 West Magnolia Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have eight (8) directors and Paul Cox, R. Craig Cooper, Murray B. Reed, John Rudy, John E. Stonebraker, III, John H. Urner, Terry Wakenight and Fred C. Wright, III shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of directors may be changed from time to time as provided by the By-Laws of the Corporation provided that the number of directors shall never be less than three (3).

SIXTH: The Corporation not being organized for profit and being formed for educational civic purposes shall have no capital stock.

SEVENTH: The duration of the Corporation

shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on the 6th day of January, A.D., 1967.

WITNESS:

Pearl L. Gehr as to Alfred S. Bendell, III
Pearl L. Gehr Alfred S. Bendell, III

Pearl L. Gehr as to John H. Urner
Pearl L. Gehr John H. Urner

Pearl L. Gehr as to Fred C. Wright, III
Pearl L. Gehr Fred C. Wright, III

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 6th day of January A.D., 1967, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Alfred S. Bendell, III, John H. Urner and Fred C. Wright, III and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

Pearl L. Gehr
Notary Public.
Pearl L. Gehr.

ARTICLES OF INCORPORATION

OF

THE JAYCEES OF HAGERSTOWN, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. *1257*
APR 17 10 26 AM '67
CLERK FOLIO
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland January 9, 1967 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 10308

Recorded in Liber *7578*, folio *257* ^{*4*} one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles G. Barty



Received for record April 17, 1967 at 10:26 A.M. Liber 16, Receipt No.

AUTO SHOW, LIMITED

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, RALPH L. SHARRETT, whose post office address is 1333 Dual Highway, Hagerstown, Maryland, RICHARD B. HABERKORN, whose post office address is 1333 Dual Highway, Hagerstown, Maryland, and SHIRLEY C. SOLTIS, whose post office address is 1333 Dual Highway, Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is

AUTO SHOW, LIMITED

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To conduct a general insurance agency and insurance brokerage business, and to act as general agent, representative, agent, broker or in any other capacity, for insurance companies in soliciting and receiving applications for insurance of every type and description.

(b) To purchase, sell, exchange and invest in stocks, scrip, bonds, debentures, shares, commercial papers, certificates of indebtedness, bills of exchange,

trade acceptances, accounts receivable, mortgages and any other debts or evidences of debt payable by any debtor to a creditor.

(c) To endorse, guarantee, indemnify and make secure, the punctual performance of any obligations, covenants or choses in action of any other person, firm, corporation, state, city, county or municipality.

(d) To invest the capital of this Corporation for profit.

(e) To use and deal in money or wealth in any fashion.

(f) To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, copartnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

(g) To purchase, or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease,

mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all of the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the Stockholders of this Corporation.

(h) To loan, or advance, money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the

whole or any part of the property of the Corporation, real or personal, including contract rights whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

(i) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and it is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars, to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation is 1333 Dual Highway, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation, in this state, is RALPH L. SHARRETT, 1333 Dual Highway, Hagerstown, Maryland. Said resident agent is an individual, actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares, of the par value of One Dollar (\$1.00) a share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased, pursuant to the By-Laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting, or until their successors are duly chosen and qualify, are RALPH L. SHARRETT, RICHARD B. HABERKORN and SHIRLEY C. SOLTIS.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation and to direct and determine the use and disposition of any surplus or net profits; and the amount of the surplus and net profits of the Corporation to be reserved before the payment of any dividend shall rest wholly in the discretion of the Board of Directors.

(3) Any officer or employee of the Corporation may be removed at any time with or without cause by the Board of Directors or by any committee or superior officer upon whom such power of removal may be conferred by the By-Laws or by authority of the Board of Directors and such action shall be conclusive on the officer or employee so removed.

(4) The Corporation reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized by law.

(5) No action which may be taken by the Board of Directors of the Corporation and with respect to which any Director may have a pecuniary or personal interest, either on his own behalf or on behalf of any other person, shall be avoided or avoidable or otherwise affected by reason of such interest, regardless of whether such Director voted in favor of or against such action, or abstained from voting, and of whether the presence of such Director was necessary for a quorum; and no such Director shall have any liability by reason of such interest.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 3rd day of January, 1967.

Ralph L. Sharrett
Ralph L. Sharrett

WITNESS AS TO ALL:

Thomas M. Smith

Richard B. Haberkorn
Richard B. Haberkorn

Shirley C. Soltis
Shirley C. Soltis

STATE OF MARYLAND)
)
) SS:
CITY OF BALTIMORE)

THIS IS TO CERTIFY, that on the 3rd day of
January, 1967, before me, the subscriber,
a Notary Public of the State of Maryland, in and for the
City aforesaid, personally appeared RALPH L. SHARRETT,
RICHARD B. HABERKORN and SHIRLEY C. SOLTIS, and severally
acknowledged the foregoing Articles of Incorporation to
be their respective act.

WITNESS my hand and notarial seal the day and
year last above written.

Flame M. Smith
Notary Public



My Commission Expires: *7/1/67*

ARTICLES OF INCORPORATION
OF
AUTO SHOW, LIMITED

STATE OF MD. COUNTY
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 42496
APR 17 10 26 AM '67
LIBER _____ FOLIO _____
LAND G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 3rd 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 10202

Recorded in Liber 7577, folio 143⁹, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....16.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Paula P. [Signature]



Received for record April 17, 1967 at 10:26 A.M. Liber 16,
Receipt No. 43496

ARTICLES OF MERGER

MERGING

MELART OF LONG MEADOWS, INC.
(a Corporation of the State of Maryland)

and

MELART OF FREDERICK, INC.
(a Corporation of the State of Maryland)

and

MELART-WASHINGTON, INC.
(a Corporation of the District of Columbia)

and

MELART, INC.
(a Corporation of the State of West Virginia)

INTO

THE MELART JEWELERS, INC.
(a Corporation of the State of Maryland)

* * * * *

FIRST: MELART OF LONG MEADOWS, INC., a corporation organized and existing under the laws of the State of Maryland, MELART OF FREDERICK, INC., a corporation organized and existing under the laws of the State of Maryland, MELART-WASHINGTON, INC., a corporation organized and existing under the laws of the District of Columbia, MELART, INC., a corporation organized and existing under the laws of the State of West Virginia, and THE MELART JEWELERS, INC., a corporation organized and existing under the laws of the State of Maryland, agree that said MELART OF LONG MEADOWS, INC., MELART OF FREDERICK, INC., MELART-WASHINGTON, INC., and MELART, INC. shall be merged into said THE MELART JEWELERS, INC. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

SECOND: THE MELART JEWELERS, INC., a corporation organized and existing under the laws of the State of Maryland, shall survive the merger and shall continue under the name THE MELART JEWELERS, INC.

THIRD: No amendment is made to the charter of the surviving corporation as part of the merger.

FOURTH: The total number of shares of stock of all classes which said MELART OF LONG MEADOWS, INC. has authority to issue is one thousand (1,000) shares of common stock without par value.

The total number of shares of stock of all classes which said MELART OF FREDERICK, INC. has authority to issue is one thousand (1,000) shares of common stock without par value.

The total number of shares of stock of all classes which said MELART-WASHINGTON, INC. has authority to issue is one hundred (100) shares of common stock without par value.

The total number of shares of stock of all classes which said MELART, INC. has authority to issue is three hundred (300) shares, divided into two hundred (200) shares of preferred stock of the par value of One Hundred Dollars (\$100.00) each, of the aggregate par value of Twenty Thousand Dollars (\$20,000.00), and one hundred (100) shares of common stock without par value.

The total number of shares of stock of all classes which said THE MELART JEWELERS, INC. has authority to issue is seventy thousand (70,000) shares of common stock of the par value of One Dollar (\$1.00) each, of the aggregate par value of Seventy Thousand Dollars (\$70,000.00).

FIFTH: All of the issued and outstanding shares of said MELART OF LONG MEADOWS, INC., MELART OF FREDERICK, INC.,

MELART-WASHINGTON, INC., and MELART, INC. are owned by THE MELART JEWELERS, INC., the surviving corporation. No shares of the surviving corporation are to be issued for shares of said MELART OF LONG MEADOWS, INC., MELART OF FREDERICK, INC., MELART-WASHINGTON, INC. and MELART, INC., the merged corporations, but upon the effective date of the articles of merger, the shares of stock of the merged corporations shall be surrendered for cancellation to the surviving corporation.

This merger shall become effective upon the filing of these articles of merger. However, for all accounting and tax purposes the effective date of the merger shall be as of the close of business on December 31, 1966.

SIXTH: The principal office of said MELART OF LONG MEADOWS, INC., organized under the laws of the State of Maryland, is located in the County of Washington, State of Maryland.

The principal office of said MELART OF FREDERICK, INC., organized under the laws of the State of Maryland is located in the County of Washington, State of Maryland.

The principal office of said MELART-WASHINGTON, INC., organized under the laws of the District of Columbia, is located in the City of Washington, District of Columbia.

The principal office of said MELART, INC., organized under the laws of the State of West Virginia, is located in the County of Berkeley, State of West Virginia.

The principal office of said THE MELART JEWELERS, INC., organized under the laws of the State of Maryland, is located in the County of Washington, State of Maryland.

None of said merged corporations own any property in any County in the State of Maryland or in the City of Baltimore.

SEVENTH: The articles of merger were duly approved by resolution adopted by unanimous vote of the entire board

of directors of each of the constituent corporations at meetings thereof held on November 4, 1966.

The articles of merger were approved by the unanimous written consent of all the stockholders of THE MELART JEWELERS, INC., the parent corporation.

IN WITNESS WHEREOF, MELART OF LONG MEADOWS, INC., MELART OF FREDERICK, INC., MELART-WASHINGTON, INC., MELART, INC., and THE MELART JEWELERS, INC., the corporations parties to the merger, have caused these articles of merger to be signed in their respective corporate names and on their behalf by their respective presidents and the respective corporate seals to be hereunto affixed and attested by their respective secretaries, all as of the 4th day of November 1966.

MELART OF LONG MEADOWS, INC.

By Arthur Sheinbaum
Arthur Sheinbaum, President

(CORPORATE SEAL)

ATTEST:

Melvin Foer
Melvin Foer, Secretary

MELART OF FREDERICK, INC.

By Arthur Sheinbaum
Arthur Sheinbaum, President

(CORPORATE SEAL)

ATTEST:

Melvin Foer
Melvin Foer, Secretary

MELART-WASHINGTON, INC.

By Arthur Sheinbaum
Arthur Sheinbaum, President

(CORPORATE SEAL)

ATTEST:

Melvin Foer
Melvin Foer, Secretary

MELART, INC.

By Arthur Sheinbaum
Arthur Sheinbaum, President

(CORPORATE SEAL)

ATTEST:

Melvin Foer
Melvin Foer, Secretary

THE MELART JEWELERS, INC.

By Arthur Sheinbaum
Arthur Sheinbaum, President

(CORPORATE SEAL)

ATTEST:

Melvin Foer
Melvin Foer, Secretary

DISTRICT OF COLUMBIA: ss.:

I HEREBY CERTIFY that on November 4, 1966, before me, the subscriber, a notary public of the District of Columbia, in and for the City of Washington, personally appeared Arthur Sheinbaum, President of MELART OF LONG MEADOWS, INC., a Maryland corporation and in the name and on behalf of said corporation acknowledged the foregoing Articles of Merger to be the corporate act of said corporation; and at the same time personally appeared Melvin Foer and made oath in due form of law that he was secretary of the meeting of the board of directors of the said corporation at which said articles of merger were approved, and that said articles of merger were at that meeting adopted by resolution of at least a majority of the entire board of directors of said corporation.

WITNESS my hand and notarial seal or stamp, the day and year last above written.

Herbert F. Jacobs
Notary Public



DISTRICT OF COLUMBIA: ss.:

I HEREBY CERTIFY that on November 4 , 1966, before me, the subscriber, a notary public of the District of Columbia, in and for the City of Washington, personally appeared Arthur Sheinbaum, President of MELART OF FREDERICK, INC., a Maryland corporation and in the name and on behalf of said corporation acknowledged the foregoing Articles of Merger to be the corporate act of said corporations; and at the same time personally appeared Melvin Foer, and made oath in due form of law that he was secretary of the meeting of the board of directors of the said corporation at which said articles of merger were approved, and that said articles of merger were at that meeting adopted by resolution of at least a majority of the entire board of directors of said corporation.

WITNESS my hand and notarial seal or stamp, the day and year last above written.


Herbert L. Jacks
Notary Public

DISTRICT OF COLUMBIA: ss.:

I HEREBY CERTIFY that on Nov. 4, 1966, before me, the subscriber a notary public of the District of Columbia, in and for the City of Washington, personally appeared Arthur Sheinbaum, President of MELART-WASHINGTON, INC., a District of Columbia corporation and in the name and on behalf of said corporation acknowledged the foregoing Articles of Merger to be the corporate act of said corporation; and at the same time personally appeared Melvin Foer, and made oath in due form of law that he was secretary of the meeting of the board of directors of the said corporation at which said articles of merger were approved, and that said articles of merger were at that meeting adopted by resolution of at least a majority of the entire board of directors of said corporation.

WITNESS my hand and notarial seal or stamp, the day and year last above written.



Herbert F. Dicks
Notary Public

DISTRICT OF COLUMBIA: ss.:

I HEREBY CERTIFY that on November 4 , 1966, before me, the subscriber a notary public of the District of Columbia, in and for the City of Washington, personally appeared Arthur Sheinbaum, President of MELART, INC., a West Virginia Corporation and in the name and on behalf of said corporation acknowledged the foregoing Articles of Merger to be the corporate act of said corporation : and at the same time personally appeared Melvin Foer, and made oath in due form of law that he was secretary of the meeting of the board of directors of the said corporation at which said articles of merger were approved, and that said articles of merger were at that meeting adopted by resolution of at least a majority of the entire board of directors of said corporation.

WITNESS My hand and notarial seal or stamp, the day and year last above written.



Herbert F. Dicks
Notary Public

DISTRICT OF COLUMBIA: ss.:

I HEREBY CERTIFY that on November 4 , 1966, before me, the subscriber, a notary public of the District of Columbia, in and for the City of Washington, personally appeared Arthur Sheinbaum, President of THE MELART JEWELERS, INC., a Maryland corporation and in the name and on behalf of said corporation acknowledged the foregoing Articles of Merger to be the corporate act of said corporation; and at the same time personally appeared Melvin Foer, and made oath in due form of law that he was secretary of the meeting of the board of directors of the said corporation at which said articles of merger were approved, and that said articles of merger were at that meeting adopted by resolution of at least a majority of the entire board of directors of said corporation.

WITNESS my hand and notarial seal or stamp, the day and year last above written.



Notary Public

ARTICLES OF MERGER

between

MELART OF LONG MEADOWS, INC.
and
MELART OF FREDERICK, INC.
and
MELART-WASHINGTON, INC.
and
MELART, INC.

merging into
THE MELART JEWELERS, INC.

STATE OF MD. COUNTY
WASHINGTON RECEIVED FOR RECORD
RECEIPT NO. 43496
APR 17 10 26 AM '67
LIBER FOLIO
LAND C. DENNIS THURSTON, CLERK

Md. corp. (Survivor)

approved and received for record by the State Department of Assessments and Taxation

of Maryland December 30, 1966 at 4:30 o'clock P. M. as in conformity
with law and ordered recorded.

A 10154

Recorded in Liber 7576, folio 523 ¹⁰ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..... Recording fee paid \$ 18.00

STATE OF MD. COUNTY
WASHINGTON RECEIVED FOR RECORD
RECEIPT NO. 43496
APR 17 10 26 AM '67
LIBER FOLIO
LAND C. DENNIS THURSTON, CLERK

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. [Signature]





Received for record May 31, 1967 at 9:15 A.M.
Liber 16, Receipt No. 45073

W. F. PRIOR COMPANY, INCORPORATED
ARTICLES OF EXCHANGE ^{OR} AND TRANSFER

THIS IS TO CERTIFY:

FIRST: W. F. PRIOR COMPANY, INCORPORATED (hereinafter called "Transferor") agrees to exchange substantially all of its property and assets in exchange for shares of Common Stock of HARPER & ROW, PUBLISHERS, INCORPORATED (hereinafter called "Transferee"), all pursuant to a written Agreement between the parties dated September 12, 1966 and Plan of Reorganization (both documents hereinafter called "Plan").

SECOND: The Transferee is HARPER & ROW, PUBLISHERS, INCORPORATED, an Illinois corporation, whose principal place of business is 49 East 33rd Street, New York, New York 10016.

THIRD: The name of the Transferor corporation, one of the parties to these Articles, is W. F. PRIOR COMPANY, INCORPORATED, and its state of incorporation is Maryland. The name of the Transferee corporation, the other party to this Plan, is HARPER & ROW, PUBLISHERS, INCORPORATED, and its state of incorporation is Illinois. The date of the Transferee's incorporation was 1906.

FOURTH: The consideration to be transferred by the Transferee corporation for the properties and assets of the Transferor is Six Hundred Thousand Dollars (\$600,000.00) in value of Transferee's voting Common Stock, reduced by the shares allocable to objecting stockholders of Transferor,

all in accordance with the Plan between the parties hereto dated September 12, 1966. The Transferee corporation will assume all of the disclosed liabilities and obligations of Transferor, as of the time of closing, other than the costs and expenses of the Transferor incurred in entering into and carrying out its obligations pursuant to the consummation of the Plan dated September 12, 1966, and of the exchange herein set forth and the liquidation and dissolution of Transferor.

FIFTH: The principal office of the Transferor in the State of Maryland is located in Hagerstown, Maryland and of the Transferee in New York, New York. The Transferor owns property in Washington County in the State of Maryland.

SIXTH: The location of the principal office of the Transferee is 49 East 33rd Street, New York, New York 10016 and the name and post office address of the resident agent of the Transferee corporation in this state, service of process upon whom shall bind such corporation in any action, suit or proceeding pending or thereafter instituted or filed against it is Prentice-Hall Corporation System, Maryland, 10 Light Street, Baltimore, Maryland 21202.

SEVENTH: These Articles were duly advised by the Board of Directors of Transferor, at a meeting duly held and convened on September 12, 1966, and were approved by its stockholders in the manner and by the affirmative vote of two-thirds (2/3) of all votes entitled to be cast thereon, as required by the laws of Maryland (the Charter of Transferor not requiring any different

vote) at a meeting of the stockholders of Transferor duly held and convened on October 11, 1966 of which Notice setting forth these Articles and the Plan dated September 26, 1966 was duly sent as required by law to all stockholders of Transferor, entitled to vote on these Articles, and stating that a purpose of such meeting would be to take action thereon.

EIGHTH: These Articles and the transfer to be effected were duly advised, authorized and approved by the Board of Directors of Transferee at a meeting duly held and convened on September 29, 1966, being the only authorization and approval required by the Charter of Transferee and the laws of Illinois.

NINTH: The exchange under the Plan is predicated upon the following conditions, among others, unless waived by the parties hereto;

(i) the receipt, prior to the time of closing, of a ruling by the Internal Revenue Service satisfactory to counsel for both parties that the exchange constitutes a non-taxable reorganization under the Internal Revenue laws of the United States;

(ii) the satisfactory performance of the covenants, representations and warranties by each party;

(iii) the receipt of certain legal opinions and other proofs, satisfactory to each party, that the Plan will be valid and binding upon each of the parties and that the proper proceedings for directors' and stockholders' approval have been taken; and

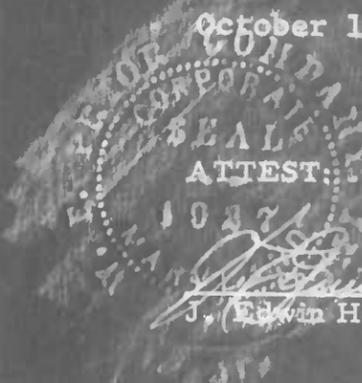
(iv) the transfer of substantially all of Transferor's prop-
erties and assets to Transferee as agreed must be effected
prior to November 15, 1966, but such time may be extended
pursuant to the joint agreement of the parties,

TENTH: Without affecting the rights of the Parties under the
Plan, the Board of Directors of the Transferor, by majority vote of the entire
Board, reserves the right to abandon the Plan in the event that any of the con-
ditions in the Plan are not fulfilled.

IN WITNESS WHEREOF, Transferor and Transferee have each caused
these presents to be signed in its name and on its behalf by its President and
its corporate seal to be hereunto affixed and attested by its Secretary on

October 18, 1966.

ATTEST:


J. Edwin Henneberger
J. Edwin Henneberger, Secretary

W. F. PRIOR COMPANY, INCORPORATED

By *Richard G. Wantz*
Richard G. Wantz, President

ATTEST:


Louis Haynie
Louis Haynie, Secretary

HARPER & ROW, PUBLISHERS,
INCORPORATED

By *Raymond C. Harwood*
Raymond C. Harwood, President

STATE OF MARYLAND)
) SS:
 CITY OF HAGERSTOWN)

I HEREBY CERTIFY that on *October 11*, 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City aforesaid, personally appeared RICHARD G. WANTZ, President of W. F. PRIOR COMPANY, INCORPORATED, a corporation organized and existing under the laws of Maryland, and in the name and on behalf of said corporation acknowledged the foregoing Articles to be the corporate act of said corporation, and at the same time personally appeared J. EDWIN HENNEBERGER and made oath in due form of law that he was Secretary of the meeting of the and Stockholders Board of Directors /of said corporation and that said Articles were duly advised by the Board of Directors and approved by the stockholders of the said corporation in the manner and by the vote in the said Articles.

WITNESS my hand and notarial seal the day and year last above



Carroll M. Haynes
 July 1, 1967

Carroll M. Haynes
 Notary Public

ARTICLES OF EXCHANGE OR TRANSFER

between

W. F. PRIOR COMPANY, INCORPORATED (Transferor) Md. corp.

and

HARPER & ROW, PUBLISHERS, INCORPORATED (Transferee) Ill. corp.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. _____
MAY 31 9 15 AM '67
LIBER _____ FOLIO _____
LAND _____
CLERK OF THE CIRCUIT COURT

approved and received for record by the State Department of Assessments and Taxation of Maryland January 30, 1967 at 2:40 o'clock P. M. as in conformity with law and ordered recorded.

A 10576

Recorded in Liber 7581, folio 36⁷, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 12.00
2.00 Certif Land Record Office Washington County
\$ 14.00 Total

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles F. Budge



Received for record May 31, 1967, at 9:15 A.M. Liber 16, Receipt No. 45073

W. F. PRIOR COMPANY, INCORPORATED
ARTICLES OF EXCHANGE ^{AND} TRANSFER

THIS IS TO CERTIFY:

FIRST: W. F. PRIOR COMPANY, INCORPORATED (hereinafter called "Transferor") hereby exchanges substantially all of its property and assets in exchange for shares of Common Stock of HARPER & ROW, PUBLISHERS, INCORPORATED (hereinafter called "Transferee"), all pursuant to a written Agreement between the parties dated September 12, 1966 and Plan of Reorganization (both documents hereinafter called "Plan").

SECOND: The Transferee is HARPER & ROW, PUBLISHERS, INCORPORATED, an Illinois corporation, whose principal place of business is 49 East 33rd Street, New York, New York 10016.

THIRD: The name of the Transferor corporation, one of the parties to these Articles, is W. F. PRIOR COMPANY, INCORPORATED, and its state of incorporation is Maryland. The name of the Transferee corporation, the other party to this Plan, is HARPER & ROW, PUBLISHERS, INCORPORATED, and its state of incorporation is Illinois. The date of the Transferee's incorporation was 1906.

FOURTH: The consideration transferred by the Transferee corporation for the properties and assets of the Transferor is Six Hundred Thousand Dollars (\$600,000.00) in value of Transferee's voting Common Stock, reduced by the shares allocable to objecting stockholders of Transferor, all in accordance with the Plan between the parties hereto dated September 12, 1966. The Transferee corporation has assumed all of the disclosed liabilities and obli-

gations of Transferor, as of the time of closing, other than the costs and expenses of the Transferor incurred in entering into and carrying out its obligations pursuant to the consummation of the Plan dated September 12, 1966, and of the exchange herein set forth and the liquidation and dissolution of Transferor.

FIFTH: The principal office of the Transferor in the State of Maryland is located in Hagerstown, Maryland and of the Transferee in New York, New York. The Transferor owns property in Washington County in the State of Maryland.

SIXTH: The location of the principal office of the Transferee is 49 East 33rd Street, New York, New York 10016 and the name and post office address of the resident agent of the Transferee corporation in this state, service of process upon whom shall bind such corporation in any action, suit or proceeding pending or thereafter instituted or filed against it is Prentice-Hall Corporation System, Maryland, 10 Light Street, Baltimore, Maryland 21202.

SEVENTH: These Articles were duly advised by the Board of Directors of Transferor, at a meeting duly held and convened on September 12, 1966, and were approved by its stockholders in the manner and by the affirmative vote of two-thirds (2/3) of all votes entitled to be cast thereon, as required by the laws of Maryland (the Charter of Transferor not requiring any different vote) at a meeting of the stockholders of Transferor duly held and convened on October 11, 1966 of which Notice setting forth these Articles and the Plan dated September 26, 1966 was duly sent as required by law to all stockholders of Transferor, entitled to vote on these Articles, and stating that a purpose of

such meeting would be to take action thereon.

EIGHTH: These Articles and the transfer to be effected were duly advised, authorized and approved by the Board of Directors of Transferee at a meeting duly held and convened on September 29, 1966, being the only authorization and approval required by the Charter of Transferee and the laws of Illinois.

IN WITNESS WHEREOF, Transferor and Transferee have each caused these presents to be signed in its name and on its behalf by its PRESIDENT and its corporate seal to be hereunto affixed and attested by its SECRETARY on January 30, 1967.

ATTEST:

W. F. PRIOR COMPANY, INCORPORATED

[Handwritten signature]

By *[Handwritten signature]*



ATTEST:

HARPER & ROW, PUBLISHERS, INCORPORATED

[Handwritten signature]
Secretary

By *[Handwritten signature]*



STATE OF MARYLAND)
) SS:
 COUNTY OF WASHINGTON)

I HEREBY CERTIFY that on January 30th, 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared RICHARD G. WANTZ, PRESIDENT of W. F. PRIOR COMPANY, INCORPORATED, a corporation organized and existing under the laws of Maryland, and in the name and on behalf of said corporation, and at the same time personally appeared J. EDWIN HENNEBERGER and made oath in due form of law that he was Secretary of the meeting of the Board of Directors and Stockholders of said corporation and that said Articles were duly advised by the Board of Directors and approved by the Stockholders of the said corporation in the manner and by the vote in the said Articles.

WITNESS my hand and notarial seal the day and year last above written.


 Samuel B. Kell
 Notary Public
 My Commission Expires July 1, 1967

STATE OF MARYLAND)
) SS:
 COUNTY OF WASHINGTON)

I HEREBY CERTIFY that on January , 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared *Raymond C. Harwood, President* of HARPER & ROW, PUBLISHERS, INCORPORATED, a corporation organized and existing under the laws of Illinois, and in the name and on behalf of said corporation acknowledged the foregoing Articles to be the corporate act of said corporation, and at the same time personally appeared *Louis F. Haynie, Secretary* and made oath in due form of law that he was Secretary of the meeting of the Board of Directors of said corporation and that said Articles were duly advised by the Board of Directors and approved by the Stockholders of the said corporation in the manner and by the vote in the said Articles.

WITNESS my hand and notarial seal the day and year last above written.

W. J. Hennrich
 Notary Public
 My Commission Expires July 1, 1967



ARTICLES OF EXCHANGE OR TRANSFER

STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD RECEIPT NO. MAY 31 9 15 AM '67 LIBER FOLIO LAND G. DENNIS THURSTON, CLERK

between W. F. PRIOR COMPANY, INCORPORATED (Transferor) Md. corp. and HARPER & ROW, PUBLISHERS, INCORPORATED (Transferee) Ill. corp.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 31, 1967 at 9:10 o'clock A. M. as in conformity with law and ordered recorded.

A 1056?

Recorded in Liber 7581, folio 86, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 10.00 2.00 Certif. Land Record Washington County \$ 12.00 Total

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Handwritten signature of the official.



Received for record May 31, 1967 at 9:15 A.M. Liber 16, Receipt
No. 45073

COMMUNITY FINANCE SERVICE, INC.

ARTICLES OF SALE OF CORPORATE ASSETS

Articles of sale of substantially all of the corporate assets of Community Finance Service, Inc. (hereinafter called Seller) to Wayne Loan Plan of South Hagerstown, Inc. (hereinafter called Buyer), a corporation, dated as of January 3, 1967.

1. (a) Seller sells to Buyer, and the latter purchased from the former, substantially all assets of the Seller, which assets being sold hereunder are all Seller's accounts receivable reckoned as of close of business day on December 31, 1966, that can be verified and confirmed by Buyer as to outstanding balance.

(b) Payment for said assets shall be \$56,100.00, based on an estimated 330 accounts having an aggregate balance of \$71,592.00. This price is subject to adjustment at settlement to reflect actual number of accounts in force as of December 31, 1966, and also to adjustments necessitated by reason of unconfirmed open accounts. Payment shall be \$56,100.00 in cash at settlement. Settlement is to be held on or before February 6, 1967.

2. The Buyer's principal place of business is South Hagerstown Shopping Center, Hagerstown, Maryland.

3. Buyer and Seller are each a Maryland corporation.

4. The principal offices of both Seller and Buyer are located in Washington County. Seller owns no realty, and it owns no personal property situate outside Washington County.

5. These articles of sale have been duly advised by the board of directors and approved by the stockholders of Seller in the manner and by the vote required by the provisions of Section 66, Article 23 of Code of Maryland.

6. This transfer of assets to Buyer was duly advised, authorized and approved in the manner and by the vote required by its charter and by the laws of the State of Maryland.

(CORPORATE SEAL)

COMMUNITY FINANCE SERVICE, INC.

Attest: Thelma F. Lamar
Thelma F. Lamar

By: G. W. Tyler
G. W. Tyler, President
Seller

(CORPORATE SEAL)

WAYNE LOAN PLAN OF SOUTH HAGERSTOWN, INC.

Attest: Herbert J. Essich, Jr.
Secretary

By: Herbert J. Essich, Jr.
Herbert J. Essich, Jr., President

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:-

I hereby certify that on this 3d day of January 1967, before me, a Notary Public in and for the State and County aforesaid, personally appeared G. W. Tyler, who did acknowledge that he, as President of Community Finance Service, Inc., being thereunto duly authorized, did execute the foregoing articles of sale as the voluntary act of said corporation; and there also appeared before me Thelma F. Lamar, who, being sworn by me, did say that she, as Secretary of said corporation, did attest the execution of the foregoing articles of sale by G. W. Tyler and did affix thereto the seal of said corporation and, further, that she did serve as secretary at the directors and stockholders meetings whereat authorization and approval to such sale was duly granted in accordance with the requirements of Article 23 of the Code of Maryland.

WITNESS my hand and Notarial Seal.

Marie J. Kitchen
Notary Public

My Commission Expires 7/1/67

STATE OF PENNSYLVANIA, COUNTY OF FRANKLIN, to-wit:

I hereby certify that on this 9th day of January, 1967, before me, a Notary Public for the State and County aforesaid, personally appeared before me Herbert J. Essich, Jr., who being duly sworn, did say that he, as president of Wayne Loan Plan of South Hagerstown, Inc., being thereunto duly authorized by the board of directors of said corporation did execute the foregoing articles of sale as the voluntary act of said corporation and that the terms of that sale of corporate assets are as set forth in said articles of sale.

WITNESS my hand and Notarial Seal.

Herbert L. Barber
Notary Public

My Commission Expires: 9-19-70

ARTICLES OF SALE

between

LAND LIBER FOLIO
G. DENNIS THURSTON, CLERK

MAY 31 9 15 AM '67

STATE OF MD. COUNTY
WASHINGTON
RECEIVED FOR RECORD
RECEIPT NO. _____

COMMUNITY FINANCE SERVICE, INC. (Transferor) Md. corp.

to

WATER PLANT OF SOUTH HAGERSTOWN, INC. (Transferee) Md. corp.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 26, 1967 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 10574

Recorded in Liber 7581, folio 26³, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..... Recording fee paid \$ 10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. ...



Received for record May 31, 1967 at 9:15 A.M. Liber 16, Receipt No. 45073

W. F. PRIOR COMPANY, INCORPORATED

ARTICLES OF AMENDMENT

W. F. PRIOR COMPANY, INCORPORATED, a Maryland Corporation, having its principal office in Hagerstown, Maryland (hereinafter called the "Corporation"), hereby certifies to the Department of Assessments and Taxation of Maryland, that:

First: The charter of the Corporation is hereby amended by changing the article thereof numbered "II" so that, as amended, said article shall be and read as follows:

"The name of the corporation (which is hereafter called, the Corporation) is, W. F. P. Co., Inc."

Second: The Board of Directors of the Corporation, at a meeting duly convened and held on September 12, 1966 adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on October 11, 1966.

Third: Notice setting forth the said amendment of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled

to vote thereon; and like notice was given to all stockholders of the Corporation not entitled to vote thereon whose contract rights as expressly set forth in the charter would be altered by the amendment.

Fourth: The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of all the votes entitled to be cast thereon.

Fifth: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

Richard G. Wantz

W. F. PRIOR COMPANY, INCORPORATED
By Richard G. Wantz, President



Attest: *J. Edwin Henneberger*
J. Edwin Henneberger, Secretary

STATE OF MARYLAND)
) SS:
COUNTY OF WASHINGTON)

I HEREBY CERTIFY, that on this 11th day of October, 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared RICHARD G. WANTZ, President of W.F. PRIOR COMPANY, INCORPORATED, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared J. EDWIN HENNEBERGER, and made oath in due form of law that he was the Secretary of the meeting of the Stockholders of said corporation at which the amendment to the charter of the corporation therein set forth was approved and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and notarial seal, the day and year last

above written.



My Comm. expires July 1, 1967

Carroll M. Haynes
Notary Public

ARTICLES OF AMENDMENT

OF

PRIOR COMPANY, INCORPORATED

changing its name to

W. F. P. CO., INC.

STATE OF MD. COUNTY
WASHINGTON RECEIVED FOR RECORD
RECEIPT NO. _____
MAY 31 9 15 AM '67
LIBER _____ FOLIO _____
LAND RECORDS SECTION
RECORDS & INFORMATION DIVISION

approved and received for record by the State Department of Assessments and Taxation of Maryland January 30, 1967 at 2:50 o'clock P. M. as in conformity with law and ordered recorded.

A. 10577

Recorded in Liber 7581, folio 43⁴, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..... Recording fee paid \$ 10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles G. Budge



Received for record May 31, 1967 at 9:15 A. M. Liber 16, Receipt No. 45073

"HICKORY RIDGE HUNT CLUB, INCORPORATED"

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

1st.

That we, the Subscribers, William H. Babylon, whose Post Office address is 139 N. Artizan Street, Williamsport, Maryland; James E. Manuel, R. F. D. 1, Clearspring, Maryland; and William R. Parkin, Lehigh Avenue, Hagerstown, Maryland; all being of full legal age, and all being residents of Washington County, Maryland, do under and by virtue of the Public General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

2nd.

NAME: The name of the Corporation is:

"HICKORY RIDGE HUNT CLUB, INCORPORATED"

3rd.

PURPOSE: The purpose or purposes for which and for any of which the corporation is formed and the business or objects to be carried on or promoted by it are as follows:

(a) To organize, own, manage and operate a club exclusively for pleasure, recreation and any other non-profitable purposes, no part of the net earnings of which is to inure to the benefit of any private share holders, individual or member.

(b) To acquire, lease, rent, construct, purchase, own, furnish, manage, operate, sell and otherwise own and control, by any lawful means, building, clubhouse, meeting place, lands, grounds, equipment, traps and other appliances and any other property of any kind or description for the use, pleasure and enjoyment of its members and guests in sports, shooting, fishing and any other recreational, sporting and social activities.

Page-2-

(c) To accept, obtain, receive and demand of its members, by any lawful means, funds for any or all of the purposes for which this Corporation is formed, and to pay for the same by any lawful means.

(d) To encourage, obligate and require its members to obey the letter and spirit of all fish and game laws, and encourage by personal conduct, influence and otherwise, general regard by its members as well as the public generally of all fish and game laws.

(e) To encourage, obligate and require its members to obey the letter and spirit of all rules, regulations, orders and laws for the protection, preservation and propagations of fish, game and other wild life.

(f) To foster and increase the fish, game and wild life supply in any lawful manner.

(g) From time to time to do any one or more of the acts and things hereinbefore set forth for pleasure, amusement and enjoyment and as a non-profitable enterprise or business, and to carry on any other business which may seem to the corporation to be calculated directly or indirectly to effectuate the aforesaid purposes or objects, or either or any of them, to facilitate it in the transaction of any other business that may be calculated, directly or indirectly to enhance the value of its property or rights, provided, that in the transaction of its business, the Corporation shall be subject to the laws of the jurisdiction in which the same is transacted or its property may be located.

(h) This Corporation is formed on and subject to the articles, conditions and provisions herein expressed and to the provisions and limitations relating to corporations which are contained in the Public General Laws of the State of Maryland, and said Corporations shall have full power to do any and all of the

Page-3-

acts, matters and things hereinbefore set forth and shall also have all the power insofar as the same may be applicable to it and enumerated and more particularly set out in Article 23 of the Code of Public General Laws of Maryland relating to Corporations, and all amendments and supplements thereto, and to do every act or thing not inconsistent with law which may be appropriate to promote and attain the objects and purposes for which or for any of which this corporation is formed.

4th.

The principal office of said corporation will be located at Clearspring, R. F. D., Maryland, and said Clearspring will be the post office address of the place at which the principal office of said Corporation in this State will be located.

5th.

The said Corporation's resident agent in the State of Maryland will be James E. Manuel, whose Post Office address is Clearspring, R. F. D. # 1, Maryland, being of full legal age and a citizen and actual resident of Washington County, State of Maryland.

6th.

The Corporation shall have no capital stock.

7th.

The said Corporation shall have six (6) Directors which number may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be less than three (3); and the name of the directors who shall act as directors until the first meeting or until their successors are duly chosen and qualified are: William H. Babylon, James E. Manuel, William R. Parkin.

8th.

This corporation shall regulate all the terms, rights and

conditions of membership by its by-laws. The Corporation reserves the right to alter, change and amend the said By-Laws from time to time.

9th.

Presence in person of members entitled to cast a vote shall be eight (8) bona fide paid up members which shall be sufficient to constitute a quorum at any regular or special meeting of the members of the Corporation and the majority of votes cast shall be sufficient to pass any measure except any action (including the adoption of any amendment of the Charter) required by Law to be taken or authorized to be taken by a friendly vote of the majority or other designated majority.

IN WITNESS WHEREOF, We have hereunto set our hands and Seals this 30th day of January, A. D., 1967.

WITNESS:

William H. Babylon (SEAL)
WILLIAM H. BABYLON

James E. Manuel (SEAL)
JAMES E. MANUEL

Margaret S. Greene
Margaret S. Greene

William R. Parkin (SEAL)
WILLIAM R. PARKIN

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I hereby certify that on this 30th day of January, A.D., 1967, before me, the undersigned Officer, a Notary Public of the State and County aforesaid, personally appeared William H. Babylon, James E. Manuel, William R. Parkin, all of whom being personally known to me or satisfactorily proven to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did each acknowledge the foregoing Articles of Incorporation to be their respective act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official Notarial Seal the day and year last above written.

Margaret S. Greene
Margaret S. Greene, Notary Public



ARTICLES OF INCORPORATION

OF

WINDY RIDGE HUNT CLUB, INCORPORATED

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
MAY 31 9 15 AM '67
LIBER _____ FOLIO _____
LAND _____
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland February 1, 1967 at 1:00 o'clock P. M. as in conformity with law and ordered recorded.

A 10673

Recorded in Liber 7582, folio 195, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00.....Recording fee paid \$10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. ...



Received for record May 31, 1967 at 9:15 A.M. Liber 16, Receipt No. 45073

MUMMERT & CLUGSTON, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, Guy ^{W.}Mummert, whose address is Big Pool, Maryland, G. Philip Mummert, whose address is Big Pool, Maryland, and Charles A. Clugston, II, whose address is 807 Mulberry Ave., Hagerstown, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves together for the purpose of forming a corporation.

SECOND: That the name of the corporation is Mummert & Clugston, Inc.

THIRD: The purposes for which the corporation is formed and the business objects to be carried on and promoted by it are as follows: to buy, sell and trade in household appliances and building specialties; and to make, contract, incur liabilities and borrow money, to sell, mortgage, lease, pledge, exchange, convey, transfer and otherwise dispose of all or any part of its property and assets; to issue bonds, notes and other obligations and secure the same by mortgage or deed of trust of all or any part of its property and income; to discount, trade or sell accounts and notes receivables; to acquire by purchase, lease or in any other manner and to take, receive, own, hold, use, employ, improve and otherwise deal with any property, real or personal or any interest therein; to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge or otherwise dispose of and otherwise use and deal in and with, shares or other interest in or obligations of, other corporations of this State, of foreign corporations, and associations, partnerships, and individuals. It is also the intention that the Mummert & Clugston, Inc. shall be authorized to exercise and enjoy all other powers, rights and privileges granted and conferred upon corporations of this character, by the laws of the State of Maryland, and that the enumeration of certain powers as herein

defined is not intended as exclusive of, or as a waiver of other powers, rights or privileges granted or conferred by the laws of said State, now or hereafter enforce except as in this article expressly limited and restricted.

FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is, Big Pool, Maryland. The resident agent of the corporation is G. Philip Mummert, whose address is Big Pool, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) Directors, and Guy W. Mummert, G. Philip Mummert and Charles A. Clugston, II, shall act as such until the first meeting or until their successors are duly chosen and qualified. The number of directors may be changed in such lawful manner as the By-laws may from time to time provide, but in no case shall the number be less than three.

SIXTH: The total amount of Capital Stock of the said corporation is \$100,000.00, divided into 10,000 shares of the par value of \$10.00 each and designated as common stock.

IN WITNESS WHEREOF, we have signed these articles of incorporation on this day of January A.D. 1967.

TEST:

Anna M. Martin

Guy W. Mummert
Guy W. Mummert

Anna M. Martin

G. Philip Mummert
G. Philip Mummert

Anna M. Martin

Charles A. Clugston, II
Charles A. Clugston, II

GEORGE G. SNYDER
ATTORNEY-AT-LAW
612 MD. NATIONAL
BANK BLDG.
AGERSTOWN, MARYLAND

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 24th day of January A.D. 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Guy W. Mummert, G. Philip Mummert and Charles A. Clugston, II, and did severally acknowledge the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

Anna M. Martin

Notary Public
My Commission Expires: July 1, 1967



RECEIVED

Washington County, Maryland

State Department

DATE	FILED	BY
JAN 24 1967		

CLERK OF THE COURT

WASHINGTON COUNTY, MARYLAND

[Faint handwritten notes and signatures]

OF

MUMMERT & CLUGSTON, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. _____
MAY 31 9 25 AM '67
LIBER _____ FOLIO _____
LAND _____
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 31, 1967 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 10619

Recorded in Liber 7581, folio 292, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..20.00.....Recording fee paid \$..10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles Bayley



Received for record May 31, 1967 at 9:15 A.M. Liber 16, Receipt
No. 45073

ARTICLES OF INCORPORATION

HIGHWAY PETROLEUM SALES, INC.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS HERETO, JAMES G. MYERS, WHOSE POST OFFICE ADDRESS IS BOX 157, HANCOCK, MARYLAND; JAMES E. MYERS, WHOSE POST OFFICE ADDRESS IS HANCOCK, MARYLAND; AND BETTY JANE MYERS, WHOSE POST OFFICE ADDRESS IS BOX 157, HANCOCK, MARYLAND, ALL BEING OF FULL LEGAL AGE, DO BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND, AUTHORIZING THE FORMATION OF CORPORATIONS, ASSOCIATE OURSELVES TOGETHER WITH THE INTENTION OF FORMING A CORPORATION.

SECOND: THAT THE NAME OF THE CORPORATION, HEREINAFTER CALLED THE CORPORATION, SHALL BE:

HIGHWAY PETROLEUM SALES, INC.

THIRD: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

(A) TO ENGAGE IN AND TO OWN, OPERATE AND RUN, CONDUCT AND MANAGE A BUSINESS ENGAGED IN THE SALE AND DISTRIBUTION OF OIL, GASOLINE, PETROLEUM AND PETROLEUM PRODUCTS, AND TO DO ALL OTHER ACTS AND THINGS REQUIRED TO BE DONE IN CONNECTION THEREWITH,

EITHER WITHIN OR WITHOUT THE STATE OF MARYLAND, AND TO DO SUCH OTHER THINGS AS ARE INCIDENTAL, PROPER OR NECESSARY TO THE OPERATION OF THE BUSINESS, OR TO THE CARRYING OUT OF ANY OR ALL OF THE PURPOSES.

(B) TO ACQUIRE, OWN, LEASE, MORTGAGE, BUY, SELL AND EXCHANGE ALL PERSONAL AND ALL REAL PROPERTY OR PROPERTIES AS SHALL BE REASONABLY NECESSARY FOR, OR INCIDENT TO, THE BUSINESS OR BUSINESSES ENUMERATED ABOVE.

(C) TO ACQUIRE, OWN AND OPERATE THE BUSINESS AND ALL OTHER ENTERPRISES WHICH MAY BE IN ANY WAY RELATED TO, OR INCIDENT TO, OR NECESSARY FOR, THE ESTABLISHMENT AND OPERATION OF RETAIL AND/OR MANUFACTURING OUTLETS FOR THE PRODUCTS ENUMERATED ABOVE.

(D) THE AFOREGOING ENUMERATION OF THE PURPOSES, OBJECTS AND BUSINESS OF THE CORPORATION IS MADE IN FURTHERANCE OF, AND NOT IN LIMITATION OF THE POWERS AND PURPOSES CONFERRED UPON THE CORPORATION BY LAW, AND IS NOT INTENDED BY THE MENTION OF ANY PARTICULAR PURPOSE, OBJECT OR BUSINESS TO IN ANY MANNER RESTRICT OR LIMIT THE PURPOSES AND COMMERCIAL OBJECTIVES OF THE CORPORATION.

FOURTH: THE POST OFFICE ADDRESS AT WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE WILL BE LOCATED IS HANCOCK, MARYLAND. THE RESIDENT AGENT OF THE CORPORATION IS JAMES G. MYERS, WHOSE POST OFFICE ADDRESS IS BOX 157, HANCOCK, MARYLAND. SAID RESIDENT AGENT IS A CITIZEN OF MARYLAND AND ACTUALLY RESIDES THEREIN.

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
UMBERLAND, MARYLAND

FIFTH: THE TOTAL AUTHORIZED STOCK OF THE CORPORATION IS FIFTY THOUSAND (50,000) SHARES OF THE PAR VALUE OF ONE DOLLAR (\$1.00) PER SHARE.

SIXTH: THE CORPORATION SHALL NOT HAVE LESS THAN THREE (3) NOR MORE THAN FIVE (5) DIRECTORS AND JAMES G. MYERS, JAMES E. MYERS AND BETTY JANE MYERS SHALL ACT AS SUCH UNTIL THE FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFIED.

SEVENTH: THE FOLLOWING PROVISIONS ARE HEREBY ADOPTED FOR THE PURPOSE OF DEFINING, LIMITING AND REGULATING THE POWERS OF THE CORPORATION AND OF THE DIRECTORS AND SHAREHOLDERS:

(A) THE BOARD OF DIRECTORS OF THE CORPORATION IS EMPOWERED TO AUTHORIZE THE ISSUANCE, FROM TIME TO TIME, OF SHARES OF ITS STOCK WITH OR WITHOUT PAR VALUE OF ANY CLASS AND SECURITIES CONVERTIBLE INTO SHARES OF ITS STOCK WITH OR WITHOUT PAR VALUE OF ANY CLASS, FOR SUCH CONSIDERATION AS SAID BOARD OF DIRECTORS SHALL DEEM ADVISABLE, SUBJECT TO SUCH LIMITATIONS AND RESTRICTIONS, IF ANY, AS MAY BE SET FORTH BY THE BY-LAWS OF THE CORPORATION.

(B) THE CORPORATION RESERVES THE EXCLUSIVE RIGHT TO MAKE, FROM TIME TO TIME, ANY AMENDMENTS TO ITS CHARTER WHICH MAY NOW OR HEREAFTER BE AUTHORIZED BY LAW, INCLUDING ANY AMENDMENTS IN TERMS OF ANY CLASS OF ITS STOCK BY CLASSIFICATIONS, RECLASSIFICATIONS OR OTHERWISE, BUT NO SUCH AMENDMENT

WHICH CHANGES THE TERMS OF ANY OF THE OUTSTANDING STOCK SHALL BE VALID UNLESS SUCH CHANGES OF TERMS SHALL HAVE BEEN AUTHORIZED BY THE HOLDERS OF TWO-THIRDS (2/3RDS) OF ALL SUCH STOCK AT THE TIME OUTSTANDING, BY A VOTE AT A MEETING, OR IN WRITING WITH OR WITHOUT A MEETING.

EIGHTH: THE EXISTENCE OF THE CORPORATION IS PERPETUAL.

IN WITNESS WHEREOF, WE HAVE SET OUR HANDS AND SEALS TO THESE ARTICLES OF INCORPORATION ON THIS THE 27TH DAY OF JANUARY, 1967.

John F. Somerville, Jr.
WITNESS TO JAMES G. MYERS

James G. Myers
JAMES G. MYERS

John F. Somerville, Jr.
WITNESS TO JAMES E. MYERS

James E. Myers
JAMES E. MYERS

John F. Somerville, Jr.
WITNESS TO BETTY JANE MYERS

Betty Jane Myers
BETTY JANE MYERS

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

STATE OF WEST VIRGINIA,
COUNTY OF MINERAL, TO-WIT:

I HEREBY CERTIFY THAT ON THIS THE 27TH DAY OF JANUARY,
1967, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE
OF WEST VIRGINIA, THE COUNTY AFORESAID, PERSONALLY APPEARED
JAMES G. MYERS, JAMES E. MYERS AND BETTY JANE MYERS, AND
SEVERALLY ACKNOWLEDGED THE WITHIN AND AFOREGOING CERTIFICATE OR
ARTICLES OF INCORPORATION TO BE THEIR ACT.

WITNESS MY HAND AND NOTARIAL SEAL.

John F. Somerville, Jr.
NOTARY PUBLIC

My COMMISSION EXPIRES JULY 18TH, 1970.



JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

OF

HIGHWAY PETROLEUM SALES, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. _____
MAY 31 9 15 AM '67
LIBER _____ FOLIO _____
LAND OFFICE
OF DENNIS TOWNSEND, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 31, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 10618

Recorded in Liber 7581, folio 286⁶, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...20.00.....Recording fee paid \$...10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles M. Bridge



Received for record May 31, 1967 at 9:15 A.M. Liber 16, Receipt No. 45073

ARTICLES OF INCORPORATION

OF

QUALITY TIRES, INC.
- - - -

FIRST: We, the undersigned, DENNIS B. SMALL, whose post office address is 2922 Tallow Lane, Bowie, Maryland; DONALD B. RICE, whose post office address is 112 Kline Boulevard, Frederick, Maryland; JAMES T. SEARLES, whose post office address is 8365 Donnell Place, Forrestville, Maryland; and JOSEPH J. CARDARELLI, whose post office address is 5412 Pine Street, Forrestville, Maryland; each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called "the Corporation") is

QUALITY TIRES, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

1. To buy and sell at wholesale, retail, and commercial prices, automobile, truck, tractor and other tires of all kinds and description; to vulcanize, reinforce, rebuild, and repair automobile, truck, tractor and other tires of all kinds and descriptions; and to do such other things as may be necessary and incidental to the carrying on of such business, including the buying, owning and storing of the necessary tools and equipment for said business.

2. The buying and selling at retail, wholesale and commercial prices automobile batteries, mufflers, tail pipes, shock absorbers.

3. To engage in and carry on the business of providing under car service and for the installation and maintenance of tires, tubes, batteries, mufflers, tail pipes, shock absorbers, etc. and all other items incidental to under car service.

4. To engage in and carry on the general business of providing brake and front end service to vehicles of all kinds and descriptions.

5. To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, general dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks and other motor vehicles, and any and all parts and accessories used in connection therewith, and the purchasing, acquiring, owning, selling, and general dealing in all types of supplies for all types of motor vehicles.

6. To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, exchange, let or in any manner incumber or dispose of real property wherever situated in the United States or the District of Columbia.

7. To expressly possess all purposes as set forth in the general Corporation Laws of the State of Maryland.

8. To engage in and promote any legal activity, subject to the limitations relative to corporations which are contained in the general laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is Dual Highway, Hagerstown, Maryland. The resident agent of the Corporation is Joseph F. Padula, whose post office address is 34 West Franklin Street, Hagerstown, Maryland. Said resident agent is a citizen of this State and actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is thirty two hundred (3200) shares, consisting of thirty two hundred (3200) non-assessable shares of common stock of the par value of TEN DOLLARS (\$10.00) each.

SIXTH: Subject to the General Laws of the State of Maryland, the voting power is vested exclusively in the holders of said common stock.

SEVENTH: The number of the Directors of the Corporation shall be four (4) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are Dennis B. Small, James T. Searles, Donald Rice and Joseph J. Cardarelli.

EIGHTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 20 day of January, A.D. 1967.

TEST:

Robert R. Klaw

Dennis B. Small
Dennis B. Small

James T. Searles

James T. Searles
James T. Searles

Donald B. Rice

Donald B. Rice
Donald B. Rice

Robert R. Klaw

Joseph J. Cardarelli
Joseph J. Cardarelli

STATE OF MARYLAND, *Prince Georges* COUNTY, to-wit:

I HEREBY CERTIFY, that on this *20* day of January, A.D. 1967, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Dennis B. Small, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and did acknowledge the same to be his



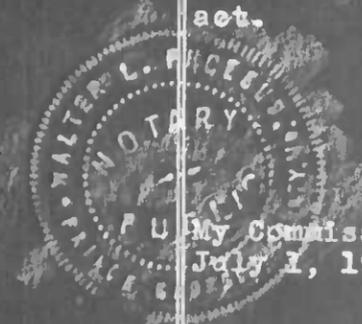
act.
WITNESS my hand and Official Notarial Seal.

Patsey R. Klaw
Notary Public

My Commission Expires:
July 1, 1967

STATE OF MARYLAND, *Prince Georges* COUNTY, to-wit;

I HEREBY CERTIFY, that on this *21st* day of January, A.D. 1967, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared James T. Searles, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and did acknowledge the same to be his



act.
WITNESS my hand and Official Notarial Seal.

Walter L. Thoburn
Notary Public

My Commission Expires:
July 1, 1967

STATE OF MARYLAND, *Fred* COUNTY, to-wit:

I HEREBY CERTIFY, that on this *21* day of January, *67* AD. 1967, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Donald B. Rice, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and did acknowledge the same to be his act.

WITNESS my hand and Official Notarial Seal.

John V. Delphy
Notary Public

My Commission Expires:
July 1, 1967



STATE OF MARYLAND, *Prince George's* COUNTY, to-wit:

I HEREBY CERTIFY, that on this *20* day of January, A.D. 1967, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Joseph J. Cardarelli, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and did acknowledge the same to be his act.

WITNESS my hand and Official Notarial Seal.

Patsy R. Klean
Notary Public

My Commission Expires:
July 1, 1967



ARTICLES OF INCORPORATION

OF

QUALITY TIRES, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. _____
MAY 31 9 15 AM '67
LIBER _____ FOLIO _____
LAND _____
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland January 25, 1967 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 10572

Recorded in Liber 7581, folio 16, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.20.00.....Recording fee paid \$.10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. Burges



Received for record May 31, 1967 at 9:15 A.M. Liber 16, Receipt No. 45073

WILLIAMSPORT COMMUNITY
YOUTH ASSOCIATION, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

First: That the subscribers, Adam J. Harsh, whose address is 13 S. Conococheague St., Williamsport, Maryland, Richard E. Doub, whose address is Route #2, Williamsport, Maryland, William H. Fridinger, whose address is Route #2, Williamsport, Maryland, all of full legal age, do hereby certify that we, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves together for the purpose of forming a corporation.

Second: The name of said corporation is Williamsport Community Youth Association, Inc.

Third: The purpose or purposes for which and for any of which the corporation is formed and the businesses or objectives to be carried on and promoted by it are:

(a) To establish, maintain, operate and conduct recreational facilities for children in the Williamsport Community, and to do and transact such other business subject to the laws of the State and County, that may be calculated to promote the interest and intentions of the corporation.

(b) No part of the net income of which is to inure to the benefit of any individual having a personal or private interest in the operations and activities of the corporation.

(c) No part of the funds of the corporation shall be used to carry on propaganda or activities to influence legislation.

(d) To purchase, sell, mortgage, lease, improve, invest and reinvest in real estate, wheresoever situate, and to construct, equip, operate, lease, rent, hire or manage buildings of every kind and description.

(e) To borrow or raise money for any of the purchases of the corporation and to issue bonds, debentures, notes, or other obligation of any nature or any manner permitted by law for money borrowed or in payment for property purchased or for any other

lawful consideration and to secure the payment thereof and of the interest thereon, by mortgage, pledge, conveyance or assignment in trust of the whole or any part of the property of the Williamsport Community Youth Association, Inc., real, personal or mixed.

(f) To acquire by gift, devise, bequest, any real or personal property of whatever nature, kind or description and to hold in trust or otherwise, for the use and benefit as intrusted, with the right to sell, exchange, invest and reinvest said gift, devise or bequest in furtherance of said trust reposed therein and in furtherance of the purpose or purposes of said corporation.

Fourth: The post office address at which the principal office of the corporation is located is, 13 S. Conococheague St., Williamsport, Maryland. The resident agent is Adam J. Harsh, whose post office address is 13 S. Conococheague St., Williamsport, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

Fifth: The corporation shall have three (3) directors and Adam J. Harsh, Richard E. Doub and William H. Fridinger, shall act as such until the first annual meeting or until their successors are duly chosen and qualified, the number of directors may be changed in such lawful manner as the By-Laws may from time to time provide, but in no case shall the number be less than three (3).

Sixth: The corporation will have no capital stock.

Seventh: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we, have signed these Articles of Incorporation on this 4th day of February A.D. 1967.

WITNESS:

to all signatures

Adam J. Harsh (SEAL)
Adam J. Harsh

Richard E. Doub (SEAL)
Richard E. Doub

William H. Fridinger (SEAL)
William H. Fridinger

Janette W. Harsh

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this *4th* day of *February* A.D. 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Adam J. Marsh, Richard E. Doub and William H. Fridinger, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

Jessie W. Harder
Notary Public
My Commission Expires: *7-1-67*



RECEIVED
STATE DEPARTMENT OF REVENUE
WASHINGTON COUNTY
FEB 10 1967
10 52.0301
150 20102 27
230
73

OF

STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD RECEIPT NO. TRANSPORT COMMUNITY YOUTH ASSOCIATION, INC.

MAY 31 9 15 AM '67 LIBER FOLIO LAND G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland February 8, 1967 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A: 10688

Recorded in Liber 7582, folio 294⁴ one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...20.00.....Recording fee paid \$10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Butler



Received for record May 31, 1967 at 9:15 A.M. Liber 16, Receipt
No. 45073

THE JACK HORNER COMPANY
ARTICLES OF INCORPORATION.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Charles R. Horner, whose
pose office address is 107 Stuart Drive, Rt. 2, Williamsport, Mary-
land, Janice A. Horner, whose post office address is 107 Stuart
Drive, Rt. 2, Williamsport, Maryland, and Edwin H. Miller, whose
post office address is 82 West Washington St., Hagerstown, Maryland,
all being of full legal age, do, under and by virtue of the General
Laws of the State of Maryland authorizing the formation of corpora-
tions, associate ourselves with the intention of forming a
corporation.

SECOND: The name of the corporation (which is hereinafter
called the "Corporation"), is: "THE JACK HORNER COMPANY".

THIRD: The purposes for which the Corporation is formed and
the business or objects to be carried on and promoted by it are as
follows:

(a) To buy, sell, deal in, lease, hold or improve real
estate, and the fixtures and personal property incidental thereto
or connected therewith, and with that end in view to acquire, by
purchase, lease, hire or otherwise, lands, tenements, heredita-
ments, or any interest therein, and to improve the same, and gen-
erally to hold, manage, deal with and improve the property of the
company, and to sell, lease, mortgage, pledge, or otherwise dis-
pose of the lands, tenements and hereditaments or other property
of the company; to construct, erect, equip, repair and improve
houses, buildings, and public or private roads; to make, enter into,
perform and carry out contracts for constructing, altering, decorat-
ing, maintaining, furnishing, fitting up and improving buildings
of every sort and kind; to advance money to, and enter into contracts
and arrangements of all kinds with builders, property owners and
others; and to carry on in all their respective branches the

business of builders, contractors, decorators, dealers in stone, brick, timber, hardware and other building materials or requisites.

(b) To conduct a general brokerage, agency and commission business for others in the purchase, sale and management of real estate for others and the negotiation of loans thereon; to purchase and sell for others personal property, stocks, bonds, and notes, and to negotiate loans thereon for others; to act as trustee in deeds of trust or mortgages on real or personal property or any evidences of value to secure them, and to act as agents for letting houses, lands, and the collection of rents and the payment of taxes.

(c) To acquire by purchase, lease or otherwise, the property, rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part the aforesaid businesses, or either of them, or any other business in whole or in part that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof and to pay for any property, rights, business, good will, franchises and assets so acquired in the stock, bonds, or other securities of the Corporation, or otherwise.

(d) To apply for, acquire, hold, use, sell, mortgage, license, assign or otherwise dispose of letters patent of the United States, or any foreign country, and any and all patent rights, licenses, privileges, inventions, improvements, processes and trademarks relating to or useful in connection with any business carried on by the Corporation.

(e) To carry on any other business in connection therewith which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them, or to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights, not contrary to the

Laws of the State of Maryland, or any other State in which the Corporation carries on business. The said Corporation shall enjoy and exercise all the powers and rights conferred by statute upon the Corporation and the enumeration of the specific powers in these Articles of Incorporation are in furtherance of and not in limitation of the general powers conferred by law.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is: 251 Prospect Avenue, Hagerstown, Maryland. The Resident Agent of the Corporation is: Charles R. Horner, whose post office address is: 107 Stuart Drive, Rt. 2, Williamsport, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) directors, and Charles R. Horner, Janice A. Horner and Edwin H. Miller shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is Fifty Thousand (\$50,000.00) Dollars par value, divided into five thousand (5,000) shares of the par value of Ten (\$10.00) Dollars each.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations, and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) The Board of Directors shall from time to time determine whether and to what extent, and at what time and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholders shall have the right to inspect any account, book or document of the Corporation except as conferred by the Statutes of Maryland or as authorized by the Board of Directors or by a resolution of the stockholders.

(c) The Board of Directors shall have the power to mortgage the property of the Corporation from time to time without the approval of the stockholders, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(d) The above granted powers to the Corporation and to the Board of Directors thereof are in furtherance of and not in limitation of the general powers conferred by law upon the directors of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 12th day of December, 1966.

WITNESSES:

Olive R. Shupp

Charles R. Horner

Janice A. Horner

Edwin H. Miller

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, That on this 12th day of December, 1966, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Charles R. Horner, Janice A. Horner and Edwin H. Miller, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal the day and year last above written.

My commission expires:
July 1, 1967

Olive R. Shupp
Notary Public

ARTICLES OF INCORPORATION

OF

THE JACK HORNER COMPANY

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. _____
MAY 31 9 15 AM '67
LIBER _____ FOLIO _____
LAND _____
G DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland February 10, 1967 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 10786

Recorded in Liber 7583, folio 256, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...20.00.....Recording fee paid \$10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles B. ...



Received for record May 31, 1967 at 9:15 A.M. Liber 16, Receipt
No. 45073

ARTICLES OF INCORPORATION

OF

HEDRICK INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Ronald Dayton Hedrick, whose postoffice address is Goose Street, Cavetown, Maryland; Joseph Lee Bell, whose postoffice address is Rench Road, Route #3, Hagerstown, Maryland; and Carol Ann Hedrick, whose postoffice address is Goose Street, Cavetown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles of Incorporation.

SECOND: That the name of the Corporation (which is herein after called the "Corporation") is HEDRICK INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of building and improvements of any kind and nature, whatsoever, including the building, rebuilding, alteration, repairing or improvement of houses, factories, buildings, works or erections of every kind and description whatsoever, including the locating, laying out and constructing of roads, sewers, bridges, wells, walls, flooring, and generally in all classes of buildings, erections and works, both public and private, or integral parts thereof, and to perform engineering and architectural work, and generally to do and perform any and all works as builders and contractors, and with that end in covering the

building and contracting business and the work connected therewith.

(b) To manufacture, buy, sell, trade and deal in all and every kind of material, equipment, supplies, product, manufactured or unmanufactured, iron, steel, wood, brick, cement, granite, stone and other products and materials, to buy, acquire, hold, use, employ, mortgage, convey, lease, and dispose of patent rights, processes, devices, inventions, trademarks, formulas, good will and other rights.

(c) To acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property or any interest or rights therein.

(d) To purchase or otherwise acquire, hold and reissue shares of its capital stock; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations or the proceeds thereof, among the stockholders of this Corporation.

(e) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other

corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(f) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(g) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(h) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation is Goose Street, Cavetown, Maryland. The resident agent of the Corporation is Ronald Dayton Hedrick, whose postoffice address is Goose Street, Cavetown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The Corporation shall have four (4) directors and Ronald Dayton Hedrick, Goose Street, Cavetown, Maryland; Joseph Lee Bell, Rench Road, Route #3, Hagerstown, Maryland; Carol Ann Hedrick, Goose Street, Cavetown, Maryland; and Elsie LaRue Bell, Rench Road, Route #3, Hagerstown, Maryland, shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation

and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of, of the surplus of the Corporation or of the net profits arising from its business

shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(f) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or

in part, of other corporations or unincorporated business entities.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 9th day of ~~January~~ ^{February}, 1967.

WITNESS:

Charlotte Eichelberger as to Ronald Dayton Hedrick (SEAL)
Ronald Dayton Hedrick

Charlotte Eichelberger as to Joseph Lee Bell (SEAL)
Joseph Lee Bell

Charlotte Eichelberger as to Carol Ann Hedrick (SEAL)
Carol Ann Hedrick

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 9th day of ~~January~~ ^{February}, 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Ronald Dayton Hedrick, Joseph Lee Bell and Carol Ann Hedrick, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

Charlotte Eichelberger
Notary Public

My Commission Expires: July 1, 1967.



ARTICLES OF INCORPORATION

OF

HEDRICK INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. _____
MAY 31 9 15 AM '67
LIBER _____ FOLIO _____
LAND _____
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland February 10, 1967 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A. 10789

Recorded in Liber 7583, folio 271, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...20.00.....Recording fee paid \$...11.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. ...



Received for record May 31, 1967 at 9:15 A.M. Liber 16, Receipt
No. 45073

THE JAMISON COLD STORAGE DOOR COMPANY

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: That the Amended Certificate of Incorporation of The Jamison Cold Storage Door Company, a Maryland corporation having its principal office at 55 Maple Avenue, Hagerstown,, Maryland, (hereinafter called the Corporation) is hereby further amended by striking out the paragraph in the Amended Certificate of Incorporation which changes the name of the corporation from "The Jones Cold Store Door Company of Washington County" to "The Jamison Cold Storage Door Company" and inserting in lieu thereof the following:

The name of the Corporation shall be "JAMISON DOOR COMPANY".

SECOND: That the Board of Directors of the Corporation at a meeting duly convened and held on July 25, 1966, duly advised the amendment to the Amended Certificate of Incorporation hereinabove set forth by passing a resolution declaring that said amendment is advisable and requesting the stockholders to take action thereon.

THIRD: That the annual meeting of stockholders of the Corporation was held at the principal office of the Corporation at 55 Maple Avenue, Hagerstown, Maryland, on December 15, 1966, and at said meeting the stockholders, by the affirmative vote of the holders of more than two-thirds of all of the shares of the capital stock outstanding and entitled to vote, duly adopted the amendment to the Certificate of Incorporation hereinabove set forth.

IN WITNESS WHEREOF, The Jamison Cold Storage Door Company has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereto

affixed and attested by its Secretary on the *31st* day of *January*, 1967.

THE JAMISON COLD STORAGE DOOR COMPANY

ATTEST TO SEAL:

Richard A. Jamison
Secretary

By *J. V. Jamison, III*
J. V. Jamison, III
President



STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this *31st* day of *January* 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared J. V. Jamison, III, a stockholder of The Jamison Cold Storage Door Company, and made oath in due form of law that he was the Chairman of the annual meeting of stockholders of the Corporation held at the principal office of the Corporation, 55 Maple Avenue, Hagerstown, Maryland, on December 15, 1966, at which meeting the amendment to the Certificate of Incorporation set forth above in the said Articles of Amendment was adopted, and that the matters and facts set forth in the above Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Commission Expires
July 1, 1967

Genevieve M. Chase
Notary Public



OF

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. _____
MAY 31 9 15 AM '67
LIBER _____ FOLIO _____
LAND _____
G. DENNIS THURSTON, CLERK

JAMISON COLD STORAGE DOOR COMPANY

changing its name to

JAMISON DOOR COMPANY

approved and received for record by the State Department of Assessments and Taxation of Maryland February 8, 1967 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A: 10795

Recorded in Liber 7583, folio 305 ³ one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$ 10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



Received for record May 31, 1967 at 9:15 A. M. Liber 16, Receipt No. 45073

ARTICLES OF INCORPORATION

OF

MINNICH ESTATES INC.

THIS IS TO CERTIFY:-

FIRST: That we, the subscribers, Frank Luther Minnich, whose postoffice address is 415 E. Wilson Boulevard, Hagerstown, Maryland; Anne Harriet Minnich, whose postoffice address is 415 E. Wilson Boulevard, Hagerstown, Maryland; and Scott Marryatt Minnich, whose postoffice address is 415 E. Wilson Boulevard, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles of Incorporation.

SECOND: That the name of the Corporation (which is herein after called the "Corporation") is MINNICH ESTATES INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To acquire by purchase or lease, or otherwise, lands and interests in lands, with or without improvements thereon, and to own, hold, improve, develop and to manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the Corporation, buildings or other structures, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structures at any time owned or held by the Corporation.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or

dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(c) To purchase or otherwise acquire, hold and reissue shares of its capital stock; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations or the proceeds thereof, among the stockholders of this Corporation.

(d) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(e) To loan or advance money with or without security without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(f) To carry on any of the businesses hereinbefore

enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner, to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation is 415 E. Wilson Boulevard, Hagerstown, Maryland. The resident agent of the Corporation is Frank Luther Minnich, whose postoffice address is 415 E. Wilson Boulevard, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Two Thousand (2,000) shares of the par value of One Hundred (\$100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is Two Hundred Thousand (\$200,000.00) Dollars.

SIXTH: The Corporation shall have four (4) directors and Frank Luther Minnich, 415 E. Wilson Boulevard, Hagerstown, Maryland; Anne Harriet Minnich, 415 E. Wilson Boulevard, Hagerstown, Maryland; Scott Marryatt Minnich, 415 E. Wilson Boulevard, Hagerstown, Maryland; and Claire Anne Minnich, 415 E. Wilson Boulevard, Hagerstown, Maryland,

shall act as such until the first annual meeting, or until their successors 471
are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firms is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall

deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(f) The Board of Directors shall have the power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of another class or classes; and shall have

authority to exercise, without a vote of stockholders, all powers of the 473
Corporation, whether conferred by law or by these articles, to purchase,
lease or otherwise acquire the business, assets or franchises, in whole or in
part, of other corporations or unincorporated business entities.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of
Incorporation on this 20th day of January, 1967.

WITNESS:

Charles C. Grace as to Frank Luther Minnich (SEAL)
Frank Luther Minnich

Charles C. Grace as to Anne Harriet Minnich (SEAL)
Anne Harriet Minnich

Charles C. Grace as to Scott Marryatt Minnich (SEAL)
Scott Marryatt Minnich

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 20th day of
January, 1967, before me, the subscriber, a Notary Public
of the State of Maryland, in and for Washington County, personally appeared
Frank Luther Minnich, Anne Harriet Minnich and Scott Marryatt Minnich,
and severally acknowledged the foregoing Articles of Incorporation to be
their respective act.

WITNESS my hand and Notarial Seal.

Charlotte Eichelberger
Notary Public

My Commission Expires: July 1, 1967.



ARTICLES OF INCORPORATION
OF
MINNICH ESTATES INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORDS
FEB 10 9 15 AM '67
LAND RECORDS SECTION
CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 6, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A: 10729

Recorded in Liber 7582, folio 529⁸, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...40.00.....Recording fee paid \$...14.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. [Signature]



Received for record June 9, 1967 at 10:12 A.M. Liber 16, Receipt
No. 45418

ARTICLES OF INCORPORATION

OF

FT. DUNCAN PARK, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Kenneth J. Mackley, Howard W. Gilbert, Jr., the post office address of each being 100 West Washington Street, Hagerstown, Maryland, and William P. Renner, whose post office address is 754 Summit Avenue, Hagerstown, Maryland, all being over twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (hereinafter called "the Corporation") is: Ft. Duncan Park, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To purchase, lease, exchange or otherwise acquire real and personal property, improved and unimproved, of every kind and description, and to sell, dispose of, lease, exchange, convey, encumber and mortgage said property, or any part thereof. To acquire, hold, lease, manage, operate, develop, build or maintain for the purposes of the Corporation, either directly or through ownership of stock in any corporation, any lands, offices, stores, motels, trailer parks, recreation resorts, apartment houses, marinas, restaurants, homes, and water or sewerage systems used for any of the foregoing, together with all easements, privileges and licenses pertaining thereto, and to sell, lease or otherwise dispose of the lands, buildings, or other property of the Corporation, or any part thereof.

(b) To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds,

debentures and other negotiable and non-negotiable instruments.

(c) To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is 100 West Washington Street, Hagerstown, Maryland. The resident agent of the Corporation is Kenneth J. Mackley, whose post office address is 100 West Washington Street, Hagerstown, Maryland. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: (a) The total number of shares of stock which the Corporation has authority to issue is twenty thousand (20,000) shares of the par value of Ten (\$10.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is Two Hundred Thousand (\$200,000.00) Dollars.

(b) The holders of the common stock of the Corporation shall be entitled to a preemptive right to subscribe for or purchase, in the proportions which their holdings of common stock bear to the outstanding common stock, any shares of common stock issued in addition to the number of shares authorized and issued at the time of formation of the Corporation, regardless of

whether such additional shares are issued for cash or for property. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty days of receipt of notice in writing from the Corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

(c) Any shareholder desiring to sell any of the shares of the Corporation shall first offer said shares to the Corporation and the other shareholders in the following manner:

(1) Such shareholder shall give written notice by registered or certified mail to the secretary of the Corporation of his intention to sell such shares. Said notice shall specify the number of shares to be sold, the price per share, and the terms upon which the sale is to be made. The Corporation shall have ten days from the receipt of such notice within which to exercise its option to purchase all or any full number of the shares so offered. Such purchase may be authorized by the Board of Directors without any action by the shareholders of the Corporation.

(2) In the event that the Corporation should fail to purchase all of such shares within the said ten day period, the secretary of the Corporation shall, within five days thereafter, given written notice to each of the other shareholders of record, stating the number of shares offered for sale but not purchased by the Corporation, the price per share, and the terms upon which the sale is being made. Such notice shall be sent by mail addressed to each shareholder at his last address as it appears on the books of the Corporation. Within ten days after the mailing of said notices, any shareholder desiring to purchase part or all of such shares shall deliver by mail or otherwise to the secretary of the Corporation a written offer for the number of shares desired by him, accompanied by the purchase price therefor with authorization to pay such purchase price against delivery of such shares.

(3) If the shareholders offer to purchase

more than the total number of shares available for purchase by them, then the shareholders offering to purchase shall be entitled to purchase such proportion of said shares as the number of shares of the Corporation which he holds bears to the total number of shares held by all shareholders offering to purchase. In the event that the proportion of said shares to which any shareholder should be entitled to purchase is more than the number of shares he desires to purchase, each remaining shareholder desiring to purchase additional shares shall be entitled to purchase such proportion of the overplus as the number of shares which he holds bears to the total number of shares held by all shareholders desiring to participate.

(4) If none or only a part of the shares offered for sale is purchased by the Corporation or shareholders, or both, then the shareholder who offered the same for sale shall have thereafter the right to sell said shares not so purchased to such person or persons as he desires; provided, however, that he shall not sell such shares at a lower price or on terms more favorable to the purchaser than those specified in the written notice he gave to the Corporation.

(5) Any sale of the shares of the Corporation shall be null and void unless the provisions of this Article Fifth (c) are strictly observed and followed. However, the foregoing restrictions on sale of stock shall not apply if a shareholder desires to, and does in fact, sell on a bona fide basis to his/her spouse or any person who stands in a blood relationship to the shareholder. The term "sale" shall be deemed to cover any exchange of property even though no cash is transferred in the exchange.

SIXTH: The Corporation shall have seven (7) directors, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and John Grabber, Howard W. Gilbert, Jr., Kenneth J. Mackley, Walter Rogers, David Ralston, Ralph Pittman, and Arthur Leib shall act as such

until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: At every meeting of the shareholders, every shareholder shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation. At such election for directors, every shareholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate this votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and shareholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is

so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereinafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of term shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote at a meeting or in writing or without a meeting.

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock

of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(f) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 20th day of February, 1967.

Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

Howard W. Gilbert, Jr. (SEAL)
Howard W. Gilbert, Jr.

William P. Renner (SEAL)
William P. Renner

WITNESS:

Patricia L. Minnich as to Kenneth J. Mackley

Patricia L. Minnich as to Howard W. Gilbert, Jr.

Patricia L. Minnich as to William P. Renner

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:-

I HEREBY CERTIFY, that on this 20th day of February, 1967, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley, Howard W. Gilbert, Jr. and William P. Renner, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

Patricia L. Minnich
Notary Public



ARTICLES OF INCORPORATION
OF
FT. DUNCAN PARK, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 7585
JUN 9 10 12 AM '67
LIBER _____ FOLIO _____
LAND _____
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 2, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 10958

Recorded in Liber 7585, folio 75, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$40.00.....Recording fee paid \$14.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles R. Kautz



Received for record June 9, 1967 at 10:12 A.M. Liber 16, Receipt
No. 45418

ARTICLES OF INCORPORATION

OF

W. A. TURNER'S REFRIGERATED EXPRESS, INC.

FIRST: We, the undersigned W. A. Turner, whose post office address is Route # 3, Hagerstown, Maryland, Carlton J. Turner, whose post office address is 207 West Wilson Boulevard, Hagerstown, Maryland, and Robert J. Miller, whose post office address is 14 Haywood Circle, Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is

W. A. TURNER'S REFRIGERATED EXPRESS, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

To maintain and conduct trucking and refrigerated express business, leasing of trucking services, leasing of trucks; and to do all things necessary and incidental thereto.

FOURTH: The post office address of the principal office of the Corporation in this state is Route # 3, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State are Paul Ottinger, 100 West Washington Street, Hagerstown, Maryland. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand shares (1,000) of the par value of One Hundred Dollars (\$100.00) a share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant

to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are W. A. Turner, Carlton J. Turner and Robert J. Miller.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The board of directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The board of directors of the Corporation is hereby empowered to authorize the issuance of Five Hundred Eighty (580) fully paid and non-assessable shares of the par value of One Hundred Dollars (\$100.00) a share for the following consideration, the value of which is hereby stated to be not less than Fifty-eight Thousand Dollars (\$58,000.00), namely: Six diesel Mack tractors, six Great Dane diesel refrigerator unit trailers, one Ford pickup and all other assets and good will of the business heretofore known as W. A. Turner's Refrigerated Express. Said six Mack tractors and six Great Dane trailers and one Ford pickup have a current aggregate market value of approximately \$100,000.00 but are subject to liens totaling \$42,000.00,

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF we have signed these Articles of Incorporation on February 27th , 1967.

WITNESS:

Patricia L. Minnich
Patricia L. Minnich

W. A. Turner
W. A. Turner

Carlton J. Turner
Carlton J. Turner

Patricia L. Minnich
Patricia L. Minnich

WITNESS:

Patricia L. Minnich
Patricia L. Minnich

Robert J. Miller
Robert J. Miller

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on February 27th , 1967, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared W. A. Turner, Carlton J. Turner and Robert J. Miller and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and notarial seal, the day and year last above written.

Patricia L. Minnich
Patricia L. Minnich, Notary Public



My Commission Expires:
July 1, 1967



OF

WILSON'S REFRIGERATED EXPRESS, INC.

STATE OF MD. COUNTY
 WASHINGTON RECEIVED FOR RECORD
 RECEIPT NO. 4544
 JUN 9 10 12 AM '67
 LIBER _____ FOLIO _____
 LAND _____
 G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
 of Maryland February 28, 1967 at 8:30 o'clock A. M. as in conformity
 with law and ordered recorded.

A 11047

Recorded in Liber 7585, folio 613 ⁴ one of the Charter Records of the State
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..20.00.....Recording fee paid \$..10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
 has been received, approved and recorded by the State Department of Assessments and Taxation
 of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Lucy A. Bantger



Received for record June 9, 1967 at 10:12 A.M. Liber 16, Receipt
No. 45418

ARTICLES OF INCORPORATION

OF

RHF, INC.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Raleigh C. Chandler, whose postoffice address is 849 Noland Drive, Hagerstown, Maryland; Frances C. Chandler, whose postoffice address is 849 Noland Drive, Hagerstown, Maryland; and Harry C. Chandler, whose postoffice address is 66 Broadway, Hagerstown, Maryland, each being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereafter called the Corporation) is RHF, INC.

THIRD: That the purposes for which the Corporation are formed are as follows:

(a) To carry on a general tavern and restaurant business and to purchase, sell, and deal in such goods, supplies and merchandise as are or may be sold in a tavern or restaurant including the sale of alcoholic beverages and other food products.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

(d) To purchase or otherwise acquire all or any part of the business, goodwill, rights, property and assets of any kind and assume all or any part of the liabilities of any corporation, association, partnership or individual engaged in any lawful business which corporations may conduct, and to continue any business so acquired in its own name or otherwise in accordance with the provisions of the Laws of the State of Maryland.

(e) To purchase or otherwise acquire, hold, sell, assign and transfer the stocks, bonds, securities or other evidence of indebtedness of other corporations, domestic and foreign, and also to purchase or otherwise acquire, own and hold its own stock in accordance with the provisions of the Laws of the State of Maryland.

(f) To make contracts, incur liabilities, borrow money, make and issue bonds or other evidences of indebtedness and secure the same by mortgage or deed of trust of its property, franchises and income.

(g) To apply for, obtain, purchase or otherwise acquire any licenses which might be used for any of the purposes of the Corporation.

(h) To transact its business and carry on its operations within or without the State of Maryland and to exercise in any other state, territory, district or possession of the United States, so far as the laws thereof permit, any of the powers hereby granted.

(i) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this Corporation and to have and to exercise all the powers conferred by the Laws of the State of Maryland.

FOURTH: The postoffice address of the principal office of the Corporation in this State is Boonsboro, Maryland. The resident agent of the Corporation is Raleigh C. Chandler, whose postoffice address is 849 Noland Drive, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein. *Washington County*

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred (100) Dollars a share, all of which shares are one class and are designated Common Stock.

SIXTH: The Corporation shall have three directors, which number may be increased or decreased pursuant to the By-laws of the Corporation but shall never be less than three and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Raleigh C. Chandler, Frances C. Chandler and Harry C. Chandler.

SEVENTH: That the following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized.

(b) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(c) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member may be a party of or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such

other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction, with like force or effect as if he were not such director or officer of such other corporation or not so interested.

EIGHTH: That the duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 24 day of Feb., 1967.

Raleigh C. Chandler (SEAL)
Raleigh C. Chandler

Witness:

Frances C. Chandler (SEAL)
Frances C. Chandler

Lauren E. Baker

Harry C. Chandler (SEAL)
Harry C. Chandler

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 24 day of Feb., 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Raleigh C. Chandler, Frances C. Chandler, and Harry C. Chandler and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.



My commission expires:
July 1, 1967

Walter R. Baker
Notary Public

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 25478
JUN 9 10 12 AM '67
LIBER FOLIO
LAND
G. DENNIS THURSTON/CLERK

ARTICLES OF INCORPORATION
OF
RHF, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 27, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 11093

Recorded in Liber 7586, folio 229, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles F. Barton



Received for record June 9, 1967 at 10:12 A.M. Liber 16, Receipt
No. 45418

ARTICLES OF INCORPORATION
OF
THE HOME MART, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, R. Landis Coffman, whose post office address is 229 Potomac Heights, Hagerstown, Maryland; Catherine M. Coffman, whose post office address is 229 Potomac Heights, Hagerstown, Maryland; and Jack B. Byers, whose post office address is 1727 York Road, Hagerstown, Maryland, all being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is:

THE HOME MART, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

1. To engage in the business of manufacturing, buying, selling and distributing materials, products and parts to be used in the erection and construction of houses and to supply all services in connection with the same, and to build, repair and remodel houses and other structures, and to conduct a mercantile business, wholesale or retail, in connection with said operations, all of the foregoing within Washington County, State of Maryland, or at such other place or places as may be determined upon by the Board of Directors of this Corporation, and to do and transact such other business, subject to the laws of this or any other

State or Country, that may be calculated to promote the interests of the Corporation.

2. To manufacture, purchase, or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

3. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

4. To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

5. To purchase, lease or otherwise acquire, all or any part of the property, rights, business, contracts, good will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other business that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

6. To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

7. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidence of indebtedness, issued or created by, any other corporation or association organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges or ownership; including the right to vote of any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

8. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures,

notes, securities, or other evidence of indebtedness, created or issued by any such other corporation or association.

9. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate business.

10. To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights.

11. To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries, and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended by the mentioning of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this state is 61-1/2 East Franklin Street, Hagerstown, Maryland; the resident agent of the Corporation is R. Landis Coffman, whose post office address is 229 Potomac Heights, Hagerstown, Maryland, Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 10,000 shares of the par value of \$10.00 each, all of which shares are of one class, and are designated common stock. The aggregate par value of all shares having par value is \$100,000.00.

SIXTH: The Corporation shall have three (3) directors, and R. Landis Coffman, Catherine M. Coffman and Jack B. Byers shall act as such until the first annual meeting, or until their successors are duly chosen and qualify. The number of Directors may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3).

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with par value, of any class, and securities convertible into shares of its stock, with par value, of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

2. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation or not so interested.

5. The Board of Directors shall have power, from time

to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation, or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

4. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classifications, re-classifications or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such changes of terms shall have been authorized by the holders of four-fifths of all such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.

5. No holders of stock of the Corporation, of whatever class, shall have any preferential rights of subscription to any shares of any class or any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Direct-

ors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

6. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

7. The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or re-classify any unissued shares of stocks, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of such shares.

8. The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes, and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 21st day of February, A.D., 1967.

Witness:

Ethel P. Stephey
Ethel P. Stephey

R. Landis Coffman (SEAL)
R. Landis Coffman

Catherine M. Coffman (SEAL)
Catherine M. Coffman

Jack B. Byers (SEAL)
Jack B. Byers

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 21 day of February, A.D., 1967, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared R. Landis Coffman, Catherine M. Coffman and Jack B. Byers, and severally acknowledged the foregoing Articles of Incorporation to be their respective acts.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal.



Ethel P. Stephey
Ethel P. Stephey, Notary Public

My commission expires:
July 1, 1967

ARTICLES OF INCORPORATION
OF
THE HOME MART, INC.

STATE OF MARYLAND
RECEIVED FOR RECORD
FEBRUARY 27 1967
8 30 AM '67

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 27, 1967 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A: 11094

Recorded in Liber 7 586, folio 10 235 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00.....Recording fee paid \$18.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles J. Bartges



Received for record June 9, 1967 at 10:12 A.M. Liber 16, Receipt No. 45418

ARTICLES OF INCORPORATION
OF
"HALTEMAN FARMS, INC."

THIS IS TO CERTIFY:

FIRST: That the subscribers, Norman A. Halteman, whose post office address is Rural Route No. 1, Clear Spring, Washington County, Maryland, Gerald H. Halteman, whose post office address is Rural Route No. 1, Clear Spring, Washington County, Maryland, and Stanley H. Halteman, whose post office address is Rural Route No. 2, Hagerstown, Washington County, Maryland, all being of legal age and Citizens of the United States of America and of the State of Maryland, do under and by virtue of the Public General Laws of the State of Maryland, authorizing the formation of corporations, hereby associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is "Halteman Farms, Inc."

THIRD: The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

1. To engage in and carry on a general dairy and farming business.
2. To engage in and carry on commercial farming for others in Washington County, Maryland, and elsewhere.
3. To engage in and carry on the business of buying, collecting, selling and distributing at wholesale or retail milk and any products thereof.
4. To engage in and carry on the business of breeding livestock and poultry, with all the rights and powers incident thereto.
5. To engage in and carry on the business of hauling and otherwise transporting farm and dairy products for others in Washington County, Maryland and elsewhere.

HARVEY M. MILLER
ATTORNEY AT LAW
HAGERSTOWN, MD.

6. To engage in and carry on the business of buying and selling at wholesale or retail all kinds of farm produce, merchandise and supplies, including farm machinery, equipment, spraying materials, fertilizers, feeds and remedies, etc.

7. To purchase, lease or otherwise acquire, hold, own, use, manage, improve, maintain, develop, sell, transfer, exchange, mortgage, convey or otherwise acquire, encumber and dispose of all kinds of property, whether real or personal, in this State or in any other State, District or Territory of the United States, which shall be necessary or desirable in connection with or in carrying on any of the purposes of said Corporation, or any part thereof.

8. To engage in and carry on the business of developing real estate of every nature and description, including urban and rural properties, and including the right to plat, impose restrictions upon and negotiate and consummate sales thereof, and the financing thereof, including the right to develop home and commercial sites of every nature and description and for that purpose to own, acquire, sell, dispose of, lease, mortgage and otherwise to deal in real estate in every manner and form authorized by law, and while in process of developing said real estate to farm the same if advantageous to do so.

9. To purchase or otherwise acquire all or any part of the property, stock, goodwill, rights, credits, accounts and/or any other assets of the business of any persons, partnerships, firms, associations or corporations heretofore or hereafter engaged in business similar to any business which this Corporation has the right to conduct, and to hold, utilize, enjoy, or in any manner dispose of the whole or any part of the property, stock, rights, credits, accounts and any other assets of any business so acquired and to assume in connection with any such purchase all debts, contracts, obligations and liabilities of any such persons,

partnerships, firms, associations or corporations.

10. To subscribe for, acquire, sell, hold, exchange and deal in shares of stock, bonds, obligations and securities of any public or private corporation, government or municipality and to have the express power to hold, purchase, or otherwise acquire, sell, transfer, pledge, mortgage or otherwise dispose of, absolutely, or upon condition, shares of the capital stock, bonds, or other evidences of indebtedness created by any other corporation, and, while the owner thereof, to exercise all the incidents of ownership.

11. To issue shares of it's stock of any class in any manner permitted by Law to raise money for any of the purposes of the Corporation or in payment for property purchased or for services rendered the Corporation or for any other lawful consideration.

12. To borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature and in any manner permitted by Law, to secure the repayment of money so borrowed or in payment of property purchased, or for any other lawful consideration and to secure the payment thereof and the interest thereon by mortgage upon, or pledge, or conveyances, or assignment in trust of the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned by the Corporation or thereafter acquired, and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for it's corporate purposes.

13. To carry on any other business in connection with the business of the Corporation which may seem to be calculated, directly or indirectly, to effectuate the aforesaid purposes and objects or any of them, or to facilitate it in the transaction of it's aforesaid business, or any part thereof, or in the transaction

HARVEY M. MILLER
ATTORNEY AT LAW
HAGERSTOWN, MD.

of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights, not contrary to the Laws of the State of Maryland.

14. The Corporation shall enjoy and exercise all of the powers and rights conferred by Law upon corporations and the enumeration of the specific powers in these Articles of Incorporation are in furtherance of and not in limitation of the general powers conferred by law upon Corporations.

FOURTH: The post office address of the principal office of the Corporation in this State will be c/o Norman A. Halteman, Rural Route No. 1, Clear Spring, Washington County, Maryland, and the resident agent of the Corporation shall be Norman A. Halteman, whose post office address is Rural Route No. 1, Clear Spring, Washington County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is two thousand (2000) shares at the par value of One Hundred (\$100.00) Dollars per share, which have an aggregate par value of Two Hundred Thousand (\$200,000.00) Dollars.

SIXTH: The Corporation shall have three directors and Norman A. Halteman, Gerald H. Halteman and Stanley H. Halteman, all sui juris and residents of Washington County, Maryland, and actually residing therein, shall act as said directors until the first annual meeting of said Corporation or until their successors are duly chosen and qualified. The number of directors may be changed as the by-laws of the Corporation may from time to time provide, subject to the provisions of the Code of Public General Laws of the State of Maryland.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed our seals this 4th day of March, A.D.1967.

Norman A. Halteman (SEAL)
Norman A. Halteman

TEST:

Gerald H. Halteman (SEAL)
Gerald H. Halteman

Louise P. Spessard
Louise P. Spessard

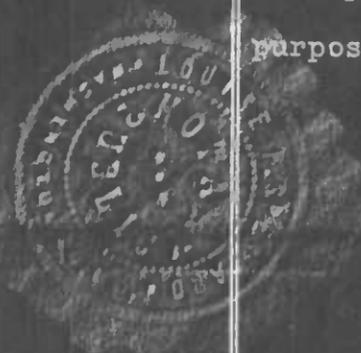
Stanley H. Halteman (SEAL)
Stanley H. Halteman

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 4th day of March, A.D.1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Norman A. Halteman, Gerald H. Halteman and Stanley H. Halteman, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged that they executed the same for the purposes therein contained.

Witness my hand and Official Notarial Seal.

Louise P. Spessard
Louise P. Spessard
Notary Public



ARTICLES OF INCORPORATION

OF

HALTEMAN FARMS, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 4577
JUN 9 10 12 AM '67
LIBER _____ FOLIO _____
LAND _____
G. O'BRIEN, REGISTRAR

approved and received for record by the State Department of Assessments and Taxation of Maryland March 7, 1967 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 11142

Recorded in Liber 7586, folio 507 ⁶ one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 40.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles J. Bentzen



Received for record June 9, 1967 at 10:12 A.M. Liber 16, Receipt
No. 45418

ARTICLES OF INCORPORATION
OF
BRAGUNIER MASONRY CONTRACTORS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Donald L. Bragunier whose post office address is R.D. #2, Clear Spring, Maryland, Charlene M. Bragunier, whose post office address is R.D. #2, Clear Spring, Maryland, and Thomas N. Tedrick, whose post office address is R.D. #2, Clear Spring, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation, which is hereinafter called the "Corporation" is:

BRAGUNIER MASONRY CONTRACTORS, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To make, enter into, perform and carry out contracts for constructing, building, altering, improving, repairing, decorating, maintaining, furnishing and fitting up buildings, tenements, structures, improvements, roads, roadways and sidewalks and to enter into and perform agreements and contracts of all kinds with builders, contractors, property owners, persons, firms, associations or corporations, private or governmental for any lawful purpose.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(d) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(e) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other State, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(f) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(g) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is R.D. #2, Clear Spring, Washington County, Maryland. The resident agent of the Corporation is Donald L. Bragunier, whose post office address is R.D. #2, Clear Spring, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) a share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of Directors of the Corporation shall be three, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Donald L. Bragunier, Charlene M. Bragunier and Thomas N. Tedrick.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(b) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(c) The Board of Directors of the Corporation is hereby empowered to authorize the issuance of One Hundred (100) fully paid and non-assessable shares of the par value of One Hundred Dollars (\$100.00) per share for the following consideration, the value of which consideration is hereby stated to be not less than Ten Thousand Dollars (\$10,000.00) namely:

Motor Vehicles: One (1) 1964 Ford Pick-up Truck
Serial No. 502867

One (1) 1966 Ford Pick-up Truck
Serial No. 818957

Equipment: Four (4) Cement Mixers
Two (2) Masonry Elevators
Two (2) Masonry Saws
Scaffolding Bucks (95)

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 2nd day of March, A.D., 1967.

WITNESS:

Pearl L. Gehr AS TO Donald L. Bragunier
Pearl L. Gehr Donald L. Bragunier

Pearl L. Gehr AS TO Charlene M. Bragunier
Pearl L. Gehr Charlene M. Bragunier

Pearl L. Gehr AS TO Thomas N. Tedrick
Pearl L. Gehr Thomas N. Tedrick

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on the 2nd day of March, A.D., 1967, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Donald L. Bragunier, Charlene M. Bragunier and Thomas N. Tedrick, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal, the day and year last above written.



Pearl L. Gehr
Pearl L. Gehr
Notary Public

ARTICLES OF INCORPORATION

OF

BRAGUNIER MASONRY CONTRACTORS, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 45748
JUN 9 10 12 AM '67
LIBER _____ FOLIO _____
LAND _____
C. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland March 3, 1967 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 11148

Recorded in Liber 7586, folio 553 ⁶ one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles P. Bandy



Received for record June 9, 1967 at 10:12 A.M. Liber 16, Receipt
No. 45418

NOLAVA, INC.

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: That the Amended Certificate of Incorporation of Nolava, Inc., a Maryland corporation having its principal office at 858 Willow Circle, Hagerstown, Washington County, Maryland, (hereinafter called the Corporation) is hereby further amended by striking out the paragraph in the Amended Certificate of Incorporation which changes the name of the corporation from "Avalon Manor, Inc." to "Nolava, Inc." and inserting in lieu thereof the following:

The name of the Corporation shall be

"HAGERSTOWN LEATHER GOODS COMPANY"

SECOND: That the Board of Directors of the Corporation at a meeting duly convened and held on February 10, 1967, duly advised the amendment to the Amended Certificate of Incorporation hereinabove set forth by passing a resolution declaring that said amendment is advisable and requesting the stockholders to take action thereon.

THIRD: Pursuant thereto a meeting of stockholders of the Corporation was held at the principal office of the Corporation at 858 Willow Circle, Hagerstown, Washington County, Maryland, on February 23, 1967, and at said meeting the stockholders, by the affirmative vote of the holders of more than two-thirds of all of the shares of the capital stock outstanding and entitled to vote, duly adopted the amendment to the Certificate of Incorporation hereinabove set forth.

IN WITNESS WHEREOF, Nolava, Inc. has caused these presents to be signed in its name and on its behalf by its

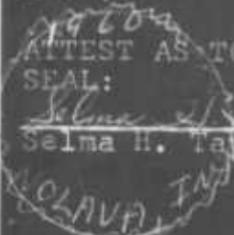
President and its corporate seal to be hereto affixed and attested by its Secretary on the 28th day of February, 1967.

ATTEST AS TO CORPORATE SEAL:

Selma H. Taylor, Secretary

NOLAVA, INC.

By Harold N. Taylor, President



STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 28 day of February, 1967, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Harold N. Taylor, President of Nolava, Inc., and made oath in due form of law that he was the Chairman of the annual meeting of stockholders of the Corporation held at the principal office of the Corporation, 358 Willow Circle, Hagerstown, Maryland, on February 23, 1967, at which meeting the Amendment to the Certificate of Incorporation set forth above in the said Articles of Amendment was adopted, and that the matters and facts set forth in the above Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Betty Baker
Notary Public



Comm. Exp. July 1, 1967

ARTICLES OF AMENDMENT

OF

NOLAVA, INC.

changing its name to

HAGERSTOWN LEATHER GOODS COMPANY

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 4544
MAY 9 10 22 AM '67
LIBER _____ FOLIO _____
LAND _____
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland March 1, 1967 at 8:40 o'clock A. M. as in conformity with law and ordered recorded.

A 11139

Recorded in Liber 7586, folio 482 ³ one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles P. Boyer



Received for record June 9, 1967 at 10:12 A.M. Liber 16, Receipt
No. 45418

ARTICLES OF MERGER

MERCING

HAGERSTOWN LEATHER GOODS COMPANY
(A Corporation of the State of Maryland)

INTO

NOLAVA, INC.
(A Corporation of the State of Maryland)

FIRST: HAGERSTOWN LEATHER GOODS COMPANY, a corporation organized and existing under the laws of the State of Maryland (hereinafter sometimes referred to as "Hagerstown Leather") and NOLAVA, INC., a corporation organized and existing under the laws of the State of Maryland (hereinafter sometimes referred to as "Nolava") hereby agree that Hagerstown Leather shall be merged into Nolava. The terms and conditions of the merger and the mode of carrying the same into effect are hereinafter set forth in these Articles of Merger.

SECOND: Nolava, a corporation organized and existing under the laws of the State of Maryland (hereinafter sometimes called the Surviving Corporation) shall survive the merger but shall, immediately following the merger, change its name to Hagerstown Leather Goods Company and shall continue thereafter to do business under the name of Hagerstown Leather Goods Company.

THIRD: The parties to these Articles of Merger are Hagerstown Leather Goods Company, a corporation (originally incorporated as Universal Leather Goods Company on June 5, 1952 under the Corporation Laws of the State of Maryland, whose name was changed to Hagerstown Leather Goods Company on June 5, 1952) and Nolava, Inc. (originally incorporated as Avalon Manor, Inc. on August 8, 1960, whose name was changed to Nolava, Inc. on November 22, 1965).

FOURTH: No amendments to the charter of the Surviving Corporation are to be affected by the merger.

FIFTH: A. The total number of shares of stock of all classes which the said Nolava has authority to issue is ten thousand (10,000) shares without par value, of which one hundred sixty (160) shares are issued and outstanding.

B. The total number of shares of all classes which Hagerstown Leather has authority to issue is fifteen thousand (15,000) shares of the par value of Ten (\$10.00) Dollars per share,

having an aggregate par value of One Hundred Fifty Thousand (\$150,000.00) Dollars, of which seven thousand five hundred (7500) shares are issued and outstanding.

SIXTH: A. Upon the effective date of the merger the authorized capital stock of the Surviving Corporation shall be as set forth in its Articles of Incorporation as amended by these Articles of Merger. The Surviving Corporation shall issue two hundred seventy (270) shares of its common stock for the seven thousand five hundred (7500) shares of common stock of Hagerstown Leather now issued and outstanding, and there shall not be any other consideration paid, transferred or issued by the Surviving Corporation for shares of stock of either Hagerstown Leather Goods Company or Nolava, Inc.

B. The manner of converting the stock of Hagerstown Leather into the stock of the Surviving Corporation is as follows:

Each share of stock of Hagerstown Leather which shall be outstanding on the effective date of the merger shall thereupon be converted into .036 shares of the common stock of the Surviving Corporation. As soon as practicable thereafter, each holder of record of any outstanding certificate or certificates theretofore representing common stock of Hagerstown Leather, upon the surrender to the Surviving Corporation for cancellation of the certificate or certificates representing his share or shares of stock, shall be entitled to receive in exchange therefor a certificate or certificates representing the number of whole shares of common stock of the Surviving Corporation to which such holder is entitled by reason of this merger, as evidenced by the certificate or certificates so surrendered.

SEVENTH: The number of shares of stock of the Surviving Corporation will not be changed by the merger.

EIGHTH: The principal office of Nolava, Inc. is located at 858 Willow Circle, Hagerstown, Washington County, Maryland, and Nolava, Inc. owns no property, the title to which could be affected by the recording of an instrument among the Land Records of any County in the State of Maryland or elsewhere. Hagerstown Leather Goods Company has its principal office at 858 Willow Circle, Hagerstown, Washington County, Maryland, and Hagerstown Leather Goods Company owns no property, the title to which could be affected by the recording of an instrument among the Land Records of any County in the State of Maryland or elsewhere.

NINTH: These Articles of Merger were:

A. Duly advised by the Board of Directors of Nolava by the adoption on the 10th day of February, 1967, of a resolution declaring that the merger herein proposed was advisable substantially upon the terms and conditions set forth in these Articles of Merger and directing that the proposed Articles of Merger be submitted for action thereon at a special meeting of the stockholders of Nolava; and

B. Duly approved by the stockholders of Nolava in the manner and by the vote required by law and by the charter of Nolava at the said meeting of the stockholders of Nolava held on the 23rd day of February, 1967, by the affirmative vote of the votes of more than two-thirds of all the stock entitled to vote thereon.

TENTH: These Articles of Merger were:

A. Duly advised by the Board of Directors of Hagerstown Leather Goods Company by the adoption on the 10th day of February, 1967, of a resolution declaring that the merger herein

proposed was advisable substantially upon the terms and conditions set forth in these Articles of Merger and directing that the proposed Articles of Merger be submitted for action thereon at a special meeting of the stockholders of Nolava; and

B. Duly approved by the stockholders of Hagerstown Leather Goods Company in the manner and by the vote required by law and by the charter of Hagerstown Leather Goods Company at the said meeting of the stockholders of Hagerstown Leather Goods Company held on the 23rd day of February, 1967, by the affirmative vote of the votes of more than two-thirds of all the stock entitled to vote thereon.

ELEVENTH: Except insofar as is provided by statute or as may be requisite for carrying out the purposes of these Articles of Merger, upon the effective date of this merger, the separate existence of Hagerstown Leather shall cease, the Surviving Corporation shall possess any and all of the purposes and

powers of Hagerstown Leather and all the property, rights, privileges and franchises of whatever nature and description of each of the corporations parties to these Articles of Merger shall be transferred to, vested in and devolved upon the Surviving Corporation without further act or deed. Notwithstanding the foregoing, confirmatory deeds or other like instruments, when deemed desirable to evidence such transfer, vesting or devolution of any property, rights, privileges or franchises, may, at any time or from time to time, be made and delivered in the name of either corporation party to these Articles of Merger by the last acting officers thereof, or by the corresponding officers of the Surviving Corporation,

Upon the effective date of this merger, the Surviving Corporation shall be liable for all the debts and obligations of each of the corporations parties to these Articles of Merger; and any claim existing or action or proceeding pending by or against any such corporation may be prosecuted to judgment or decree as if the merger had not taken place, or the Surviving Corporation upon motion by it or by any party may be substituted as a party in place of any such corporation and such judgment or decree against any such corporation shall constitute a lien upon the property of the Surviving Corporation, provided, however, that the rights of creditors or any liens upon the property of any of the corporations parties to these Articles of Merger shall in no way be impaired by the merger.

IN WITNESS WHEREOF, Hagerstown Leather Goods Company and Nolava, Inc., the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective Presidents or Vice Presidents and their corporate seals to be hereunto affixed and attested by their respective Secretaries or Assistant Secretaries, all as of the 28th day of Feb, 1967.



AS TO CORPORATE SEAL:
Luella H. Taylor, Secretary

HAGERSTOWN LEATHER GOODS COMPANY
 By Harold N. Taylor, President



Selma H. Taylor, Secretary

NOLAVA, INC.
 By Harold N. Taylor, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 28th day of Feb, 1967, before the subscriber, a Notary Public in and for the State and

County aforesaid, personally appeared Harold N. Taylor, President of Hagerstown Leather Goods Company, a corporation organized and existing under the laws of the State of Maryland, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Merger to be the corporate act of said corporation; and at the same time personally appeared Selma H. Taylor, and made oath in due form of law that she was the Secretary of the meeting of the stockholders of said corporation at which said Articles of Merger were approved and that the said Articles of Merger were duly advised by the Board of Directors and approved by the stockholders of the said corporation in the manner and by the vote required by law and by the charter of said corporation.

WITNESS my hand and Notarial Seal.

Comm. Exp. July 1, 1967

Betty Baker
Notary Public

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STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 28 day of Feb, 1967, before the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Harold N. Taylor, President of Nolava, Inc., a corporation organized and existing under the laws of the State of Maryland, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Merger to be the corporate act of said corporation; and at the same time personally appeared Selma H. Taylor, and made oath in due form of law that she was the Secretary of the meeting of the stockholders of said corporation at which said Articles of Merger were approved and that said Articles of Merger were duly advised by the Board of Directors and approved by the stockholders of the said corporation in the manner and by the vote required by law and by the charter of said corporation.

WITNESS my hand and Notarial Seal.

Comm. Exp. July 1, 1967

Betty Baker
Notary Public



OF

HAGERSTOWN LEATHER GOODS COMPANY

Md. corp.

merging into

NOLAVA, INC.

Md. corp. (Surviving corp.)

STATE OF MD.
 WASHINGTON COUNTY
 RECEIVED FOR RECORD
 RECEIPT NO. 4544
 JUN 9 10 12 AM '67
 LIBER FOLIO
 LAND
 G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
 of Maryland March 1, 1967 at 8:30 o'clock A.M. as in conformity
 with law and ordered recorded.

A 11138

Recorded in Liber 2586, folio 425⁷ one of the Charter Records of the State
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$ 12.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
 has been received, approved and recorded by the State Department of Assessments and Taxation
 of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



Received for record June 9, 1967 at 10:12 A.M. Liber 16, Receipt No. 45418

NOTICE OF CHANGE OF RESIDENT AGENT

Department of Assessments and Taxation
301 West Preston Street
Baltimore, Maryland

Pursuant to the provisions of Article 23, Section 8B of the Annotated Code of Maryland, 1957, the undersigned Maryland corporation hereby notifies the Department of Assessments and Taxation of Maryland:

That under resolution adopted by the Board of Directors of the corporation on *March 2*, 1967, a certified copy of which is filed herewith, the resident agent of the corporation in the State of Maryland has been changed to James A. Robertson whose post office address is 117 Calvert Terrace, Hagerstown, Maryland. The resident agent is an individual actually residing in the State of Maryland.

WARRENFELTZ TREE EXPERTS, INC.

By *J. Roger Finn*
J. Roger Finn, President

MAR 6 9 55 AM '67

EXCERPT FROM MINUTES OF SPECIAL MEETING

WARRENFELTZ TREE EXPERTS, INC.

HELD *March 2,* 1967

"RESOLVED, that the resident agent of the corporation is changed from Braden J. Warrenfeltz, 221 North Conococheague Street, Williamsport, Maryland, to James A. Robertson, 117 Calvert Terrace, Hagerstown, Maryland, and that the officers of the corporation are hereby authorized and directed to file a copy of this resolution signed by the President and Secretary of the corporation and sealed with the corporate seal in the Office of the Department of Assessments and Taxation of the State of Maryland."

WARRENFELTZ TREE EXPERTS, INC.

By *J. Roger Finn*
J. Roger Finn, President

In Witness Whereof, I have hereunto set my hand as secretary of said corporation and affixed the corporate seal this *2nd* day of *March*, 1967.

T. Gordon Bottorf
T. Gordon Bottorf
Secretary

(CORPORATE SEAL)

NOTICE OF CHANGE OF RESIDENT AGENT
OF
WARRENFELTZ TREE EXPERTS, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 4544
MAY 9 10 1 AM '67
LIBER FOR
LAND
6. DEWMS THORS IN DEAN

received for record March 13, 1967

, at 9:45 A. M.

and recorded in Liber No. 587

Folio No. 96 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the Clerk of the Circuit Court of Washington County.

AA N^o 4544

Recording Fee Paid \$4.00

3

Received for record July 17, 1967 at 11:38 A.M. Liber 16,
Receipt No. 46733

BARBER CONSTRUCTION COMPANY, INC.

ARTICLES OF DISSOLUTION

BARBER CONSTRUCTION COMPANY, INC., a Maryland Corporation, having its principal office in Hagerstown, Washington County, Maryland, (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 874 Frederick Street, Hagerstown, Maryland.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereinafter instituted or filed against the Corporation for one year after dissolution, and thereafter until the affairs of the Corporation are wound up, is Scott A. Barber, 874 Frederick Street, Hagerstown, Maryland. Said resident agent is a Citizen of the State of Maryland, and actually resides therein.

FOURTH: That the name and post office address of each of the Directors of the Corporation are as follows:

<u>Name</u>	<u>Post Office Address</u>
Scott A. Barber	874 Frederick Street Hagerstown, Maryland
Thomas F. Barber	Elmwood Drive St. James Village Route No. 3 Hagerstown, Maryland
Kenneth E. Carbaugh	169 South Prospect Street Hagerstown, Maryland

FIFTH: The name, title and post office address of each of the officers of the Corporation are as follows:

<u>Name</u>	<u>Title</u>	<u>Post Office Address</u>
Kenneth E. Carbaugh	President	169 South Prospect Street Hagerstown, Maryland
Thomas F. Barber	Vice-President	Elmwood Drive St. James Village Route No. 3 Hagerstown, Maryland
D. Lorraine Carbaugh	Secretary	169 South Prospect Street Hagerstown, Maryland
Scott A. Barber	Treasurer	874 Frederick Street Hagerstown, Maryland

SIXTH: The entire Board of Directors of the Corporation at a meeting of the Board of Directors duly convened and held on the 31st day of October, 1966, adopted resolutions declaring the dissolution of the Corporation to be advisable and adopting a plan of complete liquidation and dissolution and directing that the proposed dissolution of the Corporation and plan of liquidation be referred to the stockholders for action thereon.

SEVENTH: The dissolution of the Corporation as proposed and advised by the Board of Directors was authorized by the stockholders of the Corporation at a meeting duly convened and held on the 31st day of October, 1966, by the affirmative vote of all of the stockholders entitled to vote thereon.

EIGHTH: The dissolution of the Corporation has been duly advised by the Board of Directors and authorized by the stockholders of the Corporation in the manner and by the vote required by Article 23 of the Annotated Code of Maryland.

NINTH: The Corporation has no creditors.

TENTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland, State Department of Assessments and Taxation of Maryland, Treasurer for Washington County, Maryland, and the Treasurer of the City of Hagerstown, Maryland, stating in effect that all taxes owing to the State of Maryland, including all taxes levied on assessments made by said Department and billed and payable to any collecting authorities by the Corporation have been paid, excepting

taxes barred by Section 212 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected.

IN WITNESS WHEREOF, Barber Construction Company, Inc. has caused these presents to be signed in its name, and on its behalf by its President, and its corporate seal to be hereunto affixed and attested by its Secretary on this 27th day of February, A.D. 1967.

BARBER CONSTRUCTION COMPANY, INC.
by *Kenneth E. Carbaugh*
Kenneth E. Carbaugh, President



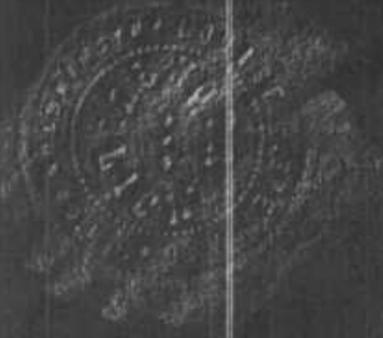
ATTEST as to seal:
D. Lorraine Carbaugh Secretary
D. Lorraine Carbaugh, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 27th day of February, A.D. 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Kenneth E. Carbaugh, President of Barber Construction Company, Inc., a Maryland Corporation, and in the name and on behalf of said Corporation, acknowledged the foregoing Articles of Dissolution to be the corporate act of said Corporation; and at the same time personally appeared D. Lorraine Carbaugh, and made oath in due form of law that she was Secretary of the meeting of the Board of Directors of the Corporation, at which the dissolution of the Corporation was authorized, and that the matters and facts set forth in said Articles of Dissolution are true to the best of his knowledge, information and belief.

Witness my hand and Official Notarial Seal.

Louise P. Spessard
Louise P. Spessard
Notary Public



Hugh K. Troxell
TREASURER
OF
WASHINGTON COUNTY, MD.
Hagerstown, Maryland

February 14, 1967

RE: Dissolution - Barber Construction Company, Inc.
Hagerstown, Maryland

This is to certify - That the books and records of the County Treasurer for Washington County show that all taxes levied on assessments made by the Maryland Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

Barber Construction Company, Inc.
Hagerstown, Maryland

have been paid to and including 1965 fiscal year July 1, 1965 to June 30, 1966. There was no personal property for 1966 fiscal year. Hence there would be no certification on this.

Witness the hand and seal of Hugh K. Troxell, County Treasurer for Washington County, this 14th day of February A.D., 1967


_____ SEAL

Hugh K. Troxell
Treasurer for Washington County, Md.



CITY OF HAGERSTOWN
MARYLAND

DEPARTMENT OF REVENUE & FINANCE
CITY HALL

IRVIN K. BLOOM
ACTING TAX COLL'R. & TREAS.

February 16, 1967

TO WHOM IT MAY CONCERN:

I, Irvin K. Bloom, Acting Tax Collector
and Treasurer for the THE CITY OF HAGERSTOWN,
do hereby certify that the records of our
office do not show any unpaid MUNICIPAL TAXES,
interest or penalties owing by, BARBER
CONSTRUCTION COMPANY, as of this date.


Irvin K. Bloom
Acting Tax Collector
and Treasurer

IKB/fc



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P. O. BOX 466 — PHONE COLONIAL 8-3371
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER
BERNARD F. NOSSEL
CHIEF DEPUTY

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

BARBER CONSTRUCTION COMPANY, INC.
have been paid.

WITNESS my hand and official seal this
twenty-seventh day of January A.D. 1967.


Deputy Comptroller



STATE OF MARYLAND
 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
 301 WEST PRESTON STREET
 BALTIMORE, MARYLAND 21201

ALBERT W. WARD
 DIRECTOR
 WILLIAM H. RILEY
 CHIEF SUPERVISOR
 OF ASSESSMENTS

December 13, 1966

HARVEY M. MILLER
 Planters Mutual Building
 111 West Washington Street
 Hagerstown, Maryland

THIS IS TO CERTIFY that according to the records of the State Department of Assessments and Taxation, assessments of personal property taxable to

BARBER CONSTRUCTION COMPANY, INC.

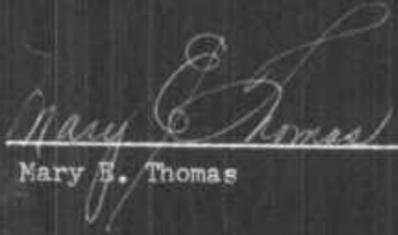
a Maryland corporation, have been certified to the following counties and cities for the collection of taxes thereon, which taxes are not barred by Section 212 of Article 81 or otherwise:

NONE

This certificate is made pursuant to Chapter 135 of the Acts of 1951.

WITNESS my hand and the Seal of the State Department of Assessments and Taxation of Maryland, at Baltimore, this 13th day of December, 1966.

MET/mfw


 Mary E. Thomas

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
 hereby gives notice that ARTICLES OF DISSOLUTION of the
 Barber Construction Company, Inc.

were received for record on March 27, 1967, 1967,
 in accordance with the provisions of Sec. 77 of Art. 23 of the
 Code (1957 Edition).

Albert W. Ward
 Director

ARTICLES OF DISSOLUTION
OF
BARBER CONSTRUCTION COMPANY, INC.

STATE OF MD. COUNTY
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 4193
JUL 17 11 38 AM '67
LIBER FOLIO
LANDS
U. DEPT'S. INSTRUMENT CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 27, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 11547

Recorded in Liber 7590, folio 454⁸ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

SPECIAL FEE
~~XXXXXXXX~~ paid \$ 10.00 Recording fee paid \$ 11.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles G. [Signature]



Received for record July 17, 1967 at 11:38 A.M. Liber 16, Receipt No. 46733

ARTICLES OF INCORPORATION
OF
ALLSAFE FIRE EQUIPMENT, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Charles Douglas Zitzman, whose post office address is 660 Pin Oak Road, Hagerstown, Maryland, Patricia Ann Zitzman, whose post office address is 660 Pin Oak Road, Hagerstown, Maryland, and Rosalyn D. Wolford, whose post office address is 138 West Washington Street, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is,

ALLSAFE FIRE EQUIPMENT, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To buy, sell, distribute, process, manufacture, fabricate, market and trade in and deal in and with, at wholesale and retail, and in every other manner, fire equipment and materials of every kind and character, and all equipment, goods and materials used in connection therewith.

(b) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class, and to

-2-

purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of the stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities of evidence of indebtedness issued or created by, any other corporation or association, organized under the Laws of the State of Maryland, or of any other state, territory, district, colony, or dependency of the United States of America, or of any foreign country; and while the owner or holders of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of the stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(c) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has any interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(d) To loan or advance, with or without security, without limit as to amount, and to borrow or raise money for any of the purposes of the Corporation, and to issue

-3-

bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real and personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other securities of the Corporation for its corporate purposes.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purposes, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions, and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this state is 660 Pin Oak Road, Hagerstown, Maryland. The resident agent of the Corporation is Charles Douglas Zitzman, whose post office address is 660 Pin Oak Road, Hagerstown, Maryland. Said resident agent is

a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each, all of which shares are of One (1) class and are designated Common Stock. The aggregate value of all shares having par value is One Hundred Thousand (\$100,000) Dollars.

SIXTH: The Corporation shall have three (3) directors and Charles Douglas Zitzman, Patricia Ann Zitzman and Rosalyn D. Wolford, shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors for the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without a par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this

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Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors of or officers of, such other corporation; and any directors individually, or any firm in which any director may be a member, may be a part to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the

Corporation or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendments which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of a majority of all such stock at the time outstanding, by a vote at a meeting or in writing with or without a meeting.

(e) No holder of stock of the Corporation of whatever class, shall have any preferential right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such prices as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any classes of stock at the time existing to the exclusion of any or all other classes at the time existing.

(f) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote

-7-

of the holders of a designated proportion of the shares of stock of the Corporation or to be otherwise taken or authorized by a vote of the stockholders, such action shall be effective and valid if taken and authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify, or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering, in any one or more respects, from time to time before issuance of shares the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of any other class or classes; and shall have authority to exercise, without a vote, of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease, or otherwise acquire the business, assets, or franchise in whole or in part of other corporations, or unincorporated business entreties.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 20th day of March, A.D., 1967.

WITNESS:

Charles Douglas Zitzman (SEAL)
Charles Douglas Zitzman

Patricia Ann Zitzman (SEAL)
Patricia Ann Zitzman

Ethel D. Stephy

Rosalyn D. Wolford (SEAL)
Rosalyn D. Wolford

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:-

I HEREBY CERTIFY, That on this 20th day of March A.D., 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Charles Douglas Zitzman, Patricia Ann Zitzman and Rosalyn D. Wolford, and severally acknowledged the foregoing Articles of Incorporation to be their act.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official Notarial Seal the day and date last above written.

Ethel D. Stephy

Notary Public
My Comm. Exp: July 1, 1967



OF
ALLSAFE FIRE EQUIPMENT, INC.

STATE OF MD. WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 45899
JUL 17 11 33 AM '67
LIBER FOLIO
LAND CLERK
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 21, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 11447

Recorded in Liber 45899, folio 490⁹ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 16.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Burge



Received for record July 17, 1967 at 11:38 A. M. Liber 16, Folio 46733

ARTICLES OF INCORPORATION
OF
HAGERSTOWN JEWELERS, INC.

FIRST: WE, THE UNDERSIGNED, Ned W. Cohen, whose post office address is P. O. Box 101, Greensboro, N. C., Lawrence M. Cohen, whose post office address is P. O. Box 101, Greensboro, N. C., and Sidney J. Stern, Jr., whose post office address is P. O. Box 3112, Greensboro, N. C., each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is Hagerstown Jewelers, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To engage generally in the retail jewelry business and in all businesses usually associated therewith including the buying, selling, dealing in, and repairing of, jewelry, silverware, watches, clocks, furniture, electrical and refrigeration appliances, crockery, radios, televisions, phonographs, musical instruments, lamps, luggage, and all other articles and things of like kind.

(b) To engage in any other lawful activity including, but not limited to, constructing, manufacturing, raising or otherwise producing, and repairing, servicing, storing or otherwise caring for any type of structure, commodity or livestock whatsoever, processing, selling, brokering, factoring or distributing any type of property, whether real or personal; extracting and processing natural

resources; transporting freight or passengers by land, sea or air; collecting and disseminating information or advertisement through any medium whatsoever; performing personal services of any nature; and entering into or serving in any type of management, investigative, advisory, promotional, protective, insurance, guarantyship, suretyship, fiduciary or representative capacity or relationship for any persons or corporation whatsoever.

FOURTH: The post office address of the principal office of the Corporation in this State is No. 42 North Potomac Street, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State are William Dorsey, 42 North Potomac Street, Hagerstown, Maryland. Said resident agent is a citizen of this State and actually resides herein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred (100) shares of the par value of One Hundred Dollars (\$100.00) a share, all of one class, and having an aggregate par value of Ten Thousand Dollars (\$10,000.00).

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Ned W. Cohen, Lawrence M. Cohen, and Sidney J. Stern, Jr.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on March 15, 1967.

WITNESS:

[Handwritten signature]

Ned W. Cohen (SEAL)
Ned W. Cohen

Lawrence M. Cohen (SEAL)
Lawrence M. Cohen

Sidney J. Stern, Jr. (SEAL)
Sidney J. Stern, Jr.

STATE OF NORTH CAROLINA

COUNTY OF GUILFORD

I HEREBY CERTIFY that on March 17, 1967, before me, the subscriber, a notary public of the State of North Carolina, in and for the County of Guilford, personally appeared Ned W. Cohen, Lawrence M. Cohen, and Sidney J. Stern, Jr., and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and notarial seal, the day and year last above written.

Margaret Massey
Notary Public

My commission expires: 5-68



ARTICLES OF INCORPORATION
OF
HAGERSTOWN JEWELERS, INC.

547

STATE OF MD. COUNTY
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 44733
JUL 17 11 38 AM '67
LIBER _____ FOLIO _____
LAND
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 21, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 11448

Recorded in Liber 7589, folio 501⁴, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles P. Bantje



Received for record July 17, 1967 at 11:38 A.M. Liber 16, Receipt No. 46733

ARTICLES OF INCORPORATION

"THE BLAIRS VALLEY CEMETERY ASSOCIATION, INC."

THIS IS TO CERTIFY:

FIRST

That we, the subscribers, Russell Edward Keefer, whose post office address is Route No. 1, Clear Spring, Maryland, John Kenneth Carbaugh, whose post office address is Route No. 1, Clear Spring, Maryland, John Samuel McKee, whose post office address is Clear Spring, Maryland, Donald Ray Mullen, whose post office address is Route No. 2, Clear Spring, Maryland, Clarence Corwell Bragunier, whose post office address is Route No. 2, Clear Spring, Maryland, Paul S. Suffecool, whose post office address is Route No. 1, Clear Spring, Maryland, Norris Eugene Sword, whose post office address is Route No. 1, Clear Spring, Maryland, Pearl N. Repp, whose post office address is Route No. 2, Clear Spring, Maryland, Esther Iona Weaver, whose post office address is Route No. 2, Clear Spring, Maryland, all being of full legal age and sui juris and residents and citizens of the State of Maryland, do under and by virtue of the Public General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation.

SECOND

The name of the Corporation, hereinafter called "the Corporation" is "THE BLAIRS VALLEY CEMETERY ASSOCIATION, INC".

THIRD

The post office address of said Corporation in this State shall be Clear Spring, Maryland.

FOURTH

The resident agent of said Corporation shall be John Kenneth Carbaugh, whose post office address is Route No. 1, Clear Spring, Maryland, and said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH

The Corporation shall have perpetual existence.

SIXTH

The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

1. To establish, conduct and maintain a cemetery for the burying therein of human remains.
2. To effectuate said purposes, the Corporation shall have the right to acquire by purchase, devise, bequest, gift, lease or any other manner, and to receive, hold, operate, manage, use, lease, mortgage, encumber, sell and dispose of or otherwise deal with any property, real, personal or mixed, situate within or without the State of Maryland, which the Corporation may deem appropriate or desirable to accomplish any of its purposes and objects.
3. To carry on any other business which may seem to the Corporation to be calculated directly or indirectly to effectuate the aforesaid objects.
4. The Corporation shall have all the general powers conferred upon like corporations by the General Laws of the State of Maryland and all the amendments thereto, and the enumeration of such specific powers in these Articles of Incorporation are in furtherance of, and not in limitation of the general powers conferred upon it by law.

SEVENTH

The Corporation shall have no capital stock and no part of the assets of the Corporation, principal or income, shall inure to the private benefit of any of the members thereof, except in payment for authorized services for the administration and conduct of the affairs of the Corporation.

EIGHTH

The members of the Corporation shall be all of the enrolled members of "The Church of God at Blairs Valley, Inc." who are twenty-one years of age and over, and the officers of the Corporation shall be elected by said members at the regular annual congregational meeting of said church.

NINTH

1. The property of the Corporation shall be held and the business affairs shall be managed and controled by a Board of Directors, the number, and terms of office of whom shall be determined as set forth in the By-Laws of the Corporation.

2. If at any time the Church shall become entirely inactive and non-existent as a Church, then the control of the cemetery shall pass to those having burial rights in the cemetery, and they shall assume and have the same rights to elect officers as the members of the Church.

3. The members of the Corporation shall have the right to enact, by a majority vote of those present and entitled to vote thereat, any By-Laws that may be deemed necessary from time to time governing the conduct of the business and carrying out the purposes of the Corporation.

4. The following persons shall act as directors of the Corporation until the first annual congregational meeting of the Church, or until their successors are duly elected and qualified, namely: Russell Edward Keefer, whose post office address is Route No. 1, Clear Spring, Maryland, Donald Ray Mullen, whose post office address is Route No. 2, Clear Spring, Maryland, John Kenneth Carbaugh, whose post office address is Route No. 1, Clear Spring, Maryland, Donna Mae Tedrick, whose post office address is Route No. 2, Clear Spring, Maryland, and Norris Eugene Sword, whose post office address is Route No. 1, Clear Spring, Maryland.

IN WITNESS WHEREOF, we have hereunto signed our names and affixed our seals this 27th day of March, A.D.1967.

Russell Edward Keefer (SEAL)
Russell Edward Keefer

John Kenneth Carbaugh (SEAL)
John Kenneth Carbaugh

John Samuel McKee (SEAL)
John Samuel McKee

Donald Ray Mullen (SEAL)
Donald Ray Mullen

Clarence Corwell Bragunier (SEAL)
Clarence Corwell Bragunier

Paul S. Suffecool (SEAL)
Paul S. Suffecool

Norris Eugene Sword (SEAL)
Norris Eugene Sword

Pearl N. Repp (SEAL)
Pearl N. Repp

TEST:

Nellie A. Miller
Nellie A. Miller

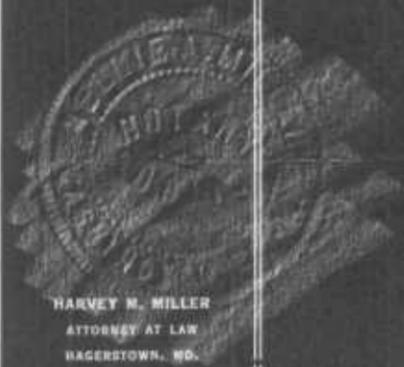
Esther Iona Weaver (SEAL)
Esther Iona Weaver

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 27th day of March, A.D.1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Russell Edward Keefer, John Kenneth Carbaugh, John Samuel McKee, Donald Ray Mullen, Clarence Corwell Bragunier, Paul S. Suffecool, Norris Eugene Sword, Pearl N. Repp and Esther Iona Weaver, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged that they executed the same for the purposes therein contained.

Witness my hand and Official Notarial Seal.

Nellie A. Miller
Nellie A. Miller
Notary Public



HARVEY N. MILLER
ATTORNEY AT LAW
HAGERSTOWN, MD.

ARTICLES OF INCORPORATION
OF
THE BLAIRS VALLEY CEMETERY ASSOCIATION,

STATE OF MD. WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 46785
JUL 17 11 39 AM '67
LIBER _____ FOLIO _____
LAND _____
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 3, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 11604

Recorded in Liber 7591, folio 201, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. [Signature]



Received for record July 17, 1967 at 11:38 A.M. Liber 16, Receipt
No. 64733

THE WASHINGTON COUNTY HISTORICAL SOCIETY, INCORPORATED
ARTICLES OF AMENDMENT

The Washington County Historical Society, Incorporated, a Maryland Corporation having its principal office in Hagerstown, Washington County, Maryland, (hereinafter called the Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended by striking out Section 6 of the Articles of Incorporation and by inserting in lieu thereof the following:

Section 6- The Society shall be governed by a Board of Directors consisting of Fifteen (15) members, a majority of which shall constitute a quorum. They shall be elected for a term of three (3) years. The expiration of these terms to be staggered. Annually five (5) shall be elected to serve for a term of three (3) years. The names of the Directors as now elected and serving, and who will continue to be serving until their successors are elected, all of whom are citizens of the State of Maryland, and actually reside therein with the exception of Mrs. Mary Vernon Mish who is a resident of the State of West Virginia:

- 1- Myron L. Bloom, St. James, Md.
- 2- Simms Jamieson, 151 S. Prospect St., Hagerstown, Md.
- 3- Mrs. Mary K. Bowman, 951 The Terrace, Hagerstown, Md.
- 4- Mrs. Mary Lou Hoffman, 856 Rolling Rd., Hagerstown, Md.
- 5- Richard K. Hershey, R.D., Williamsport, Md.
- 6- Mrs. Mary Vernon Mish, Falling Waters, W. Va.
- 7- Claude M. Potterfield, 208 S. Prospect St., Hagerstown, Md.
- 8- Clyde R. Stouffer, 1609 Terrace Extended, Hagerstown, Md.
- 9- John L. Swain, 1917 Virginia Avenue, Hagerstown, Md.

- 10- Mrs. Anna Katherine Wagaman, 1150 The Terrace, Hagerstown, Md.
- 11- Harold H. Hoffman, 943 Forest Drive, Hagerstown, Md.
- 12- Ralph Donnelly, Hancock, Md.
- 13- Donald G. Kaylor, 870 Mulberry Ave., Hagerstown, Md.
- 14- Victor D. Miller, Jr., 43 Summit Ave., Hagerstown, Md.
- 15- Judge Irvine H. Rutledge, 646 Orchard Rd., Hagerstown, Md.

SECOND: The Charter of the Corporation is hereby amended by adding Section 7, Section 8, and Section 9, as follows:

Section 7- The said Corporation's Resident Agent in the State of Maryland will be Victor D. Miller, Jr., whose Post Office address is 43 Summit Avenue, Hagerstown, Maryland, being of full legal age, and a citizen and actual resident of Washington County, State of Maryland.

Section 8- In the event of dissolution of this Society, assets shall be distributed to an organization or organizations, which have established tax exempt status, or to a state or local governmental authority for appropriate utilization by the public for park, museum, or similar purposes only.

Section 9- No part of the Society's net income will inure to the benefit of any individual, group, or other organizations. No substantial portion of the activities of the Society shall be expended to attempt to influence legislation or to participate to any major extent in political campaigns for the purpose of supporting or opposing any candidate for public office.

IN WITNESS WHEREOF, The Washington County Historical Society, Incorporated, has caused these presents to be signed in its name and on its behalf by its President, and its Corporate Seal to be hereunto affixed and attested by its secretary, this 16th day of March, A. D., 1967.

THE WASHINGTON COUNTY HISTORICAL
SOCIETY, INCORPORATED

BY: Victor D. Miller, Jr.
Victor D. Miller, Jr., President

ATTEST:

Mary M. Hoffman
Mary M. Hoffman, Secretary



The Board of Directors of the Corporation at a meeting of the said Corporation duly convened and held on November 17th, 1966, adopted a resolution in which was set forth the foregoing Amendments to the Charter, declaring said amendments advisable and directed that they be submitted to the Annual meeting of the membership which was held on the 26th day of January, 1967.

Notice setting forth the said amendments to the said Charter, at the Annual meeting of the Membership was given as required by Law.

The amendments to the Charter as hereinbefore set forth were approved by the members of the Corporation present at the Annual Meeting of the Corporation by the affirmative unanimous vote.

IN WITNESS WHEREOF, The Washington County Historical Society, Incorporated, has caused these presents to be signed in its name and on its behalf by its President, and its Corporate Seal to be hereunto affixed and attested by its Secretary, on the 16th day of March, 1967.



THE WASHINGTON COUNTY HISTORICAL SOCIETY, INCORPORATED.

BY Victor D. Miller, Jr. President

WITEST:

Mary M. Hoffman
Secretary.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 16th day of March, A.D., 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Victor D. Miller, Jr., President of The Washington County Historical Society, Incorporated, a Maryland Corporation and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment

to be the corporate act of said Corporation; and at the same time personally appeared Mary Lou Hoffman, and made oath in due form of law that she was the secretary of the meeting at which the Amendment of the Charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal, the day and year last above written.

Margaret S. Greene

, Notary Public



My Comm. Ex: July 1, 1967

OF

THE WASHINGTON COUNTY HISTORICAL SOCIETY, INCORPORATED

STATE OF MD.
 WASHINGTON COUNTY
 RECEIVED FOR RECORD
 RECEIPT NO. 46733
 MAR 7 11 38 AM '67
 LIBER FOLIO
 G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
 of Maryland March 27, 1967 at 8:30 o'clock A. M. as in conformity
 with law and ordered recorded.

A 11524

Recorded in Liber 7590, folio 278 ⁶ one of the Charter Records of the State
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$ 10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
 has been received, approved and recorded by the State Department of Assessments and Taxation
 of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



Received for record July 17, 1967 at 11:38 A.M. Liber 16,
Receipt No. 46733

ANKENEY'S BEVERAGES INC.

ARTICLES OF AMENDMENT

Ankeney's Beverages Inc., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out Article Two of the Articles of Incorporation and inserting in lieu thereof the following:

ARTICLE TWO: The name of the Corporation which is herewithin called the Corporation is:

CLEARSPRING BEVERAGES, INC.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on March 6, 1967, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on March 31, 1967.

THIRD: All of the stockholders of the Corporation attended in person and participated in the stockholders meeting on March 31, 1967.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by a unanimous affirmative vote.

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, Ankeney's Beverages Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on April 5, 1967.

Ankeney's Beverages Inc.

SEAL

By: Melvin F. Bussard
Melvin F. Bussard, President

Attest:

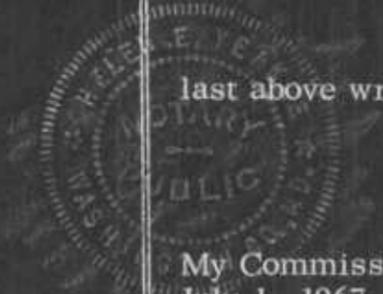
Mary Pauline Bussard
Secretary, Mary Pauline Bussard

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 6 day of April, 1967, before me, the subscriber, a Notary Public of the State and County aforesaid,

personally appeared Melvin F. Bussard, President of Ankeney's Beverages Inc. , a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Mary Pauline Bussard and made oath in due form of law that she was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

WITNESS my hand and Official Notarial Seal, the day and year last above written.



Helen E. Yeakle
Notary Public

My Commission Expires:
July 1, 1967

ARTICLES OF AMENDMENT

OF

ANKENEY'S BEVERAGES INC.

changing its name to

CLEARSPRING BEVERAGES, INC.

STATE OF MD. COUNTY
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 46723

JUL 17 11 38 AM '67

LIBER _____ FOLIO _____
LAND
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 12, 1967 at 10:29 o'clock A. M. as in conformity
with law and ordered recorded.

A 11838

Recorded in Liber 7593, folio 395 ³ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles T. Brantley



Received for record July 17, 1967 at 11:38 A.M. Receipt No. 46733, Liber 16

ELGIN AGENCY, INCORPORATED

ARTICLES OF DISSOLUTION

Elgin Agency, Incorporated, a Maryland Corporation, having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth, and the post office address of the principal office of the Corporation in the State of Maryland is Dual Highway, Hagerstown, Washington County, Maryland.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, are W. Lee Elgin, 406 West Howard Street, Hagerstown, Maryland. Said resident agent is an individual actually residing in this State.

FOURTH: The name and post office address of each of the directors of the Corporation are as follows:

NAME	POST OFFICE ADDRESS
W. Lee Elgin	406 West Howard Street, Hagerstown, Maryland
Harold L. Elgin	Ringgold, Route # 5, Hagerstown, Maryland
Paul Ottinger	100 West Washington Street, Hagerstown, Md.

FIFTH: The name, title and post office address of each of the officers of the Corporation are as follows:

NAME	TITLE	POST OFFICE ADDRESS
W. Lee Elgin	President-Treasurer	406 West Howard Street, Hagerstown, Maryland
Harold L. Elgin	Vice-President	Ringgold, Route # 5, Hagerstown, Maryland
Paul Ottinger	Secretary	100 West Washington Street, Hagerstown, Maryland

SIXTH: A majority of the entire board of directors, at a meeting of the board of directors of the Corporation duly convened and held on September 23, 1966, adopted a resolution declaring that dissolution of the Corporation is advisable and directing that the proposed dissolution be submitted for action thereon at a special meeting of the stockholders and directors of the Corporation held on September 23, 1966.

SEVENTH: Notice stating that a purpose of the meeting of the stockholders would be to take action upon the proposed dissolution of the Corporation was given, as required by law, to all stockholders entitled to vote thereon.

EIGHTH: The dissolution of the Corporation as so proposed was authorized by the stockholders of the Corporation at said meeting by the affirmative vote of all of the stockholders for the only class of stock of the Corporation.

NINTH: The dissolution of the Corporation has been duly advised by the board of directors and authorized by the stockholders of the Corporation in the manner and by the vote required by Article 23 of the Annotated Code of Maryland and by the charter of the Corporation.

TENTH: The Corporation has no known creditors.

ELEVENTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes (being all collectors of taxes in the list thereof heretofore supplied to the Corporation by the State Department of Assessments and Taxation) stating in effect that all taxes levied on assessments made by the said Commission and billed by and payable to such collecting authorities by the Corporation have been paid, except taxes barred by Section 160 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected, namely:

Hugh K. Troxell, Treasurer of Washington County, Maryland

Irvin K. Bloom, Acting Tax Collector and Treasurer
of the City of Hagerstown, Maryland

IN WITNESS WHEREOF, the Elgin Agency, Incorporated has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, on December 15, 1966.



ELGIN AGENCY, INCORPORATED

BY: W. Lee Elgin
W. Lee Elgin, President

ATTEST:

Paul Ottinger
Paul Ottinger, Secretary

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY that on December 15, 1966, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared W. Lee Elgin, President of Elgin Agency, Incorporated, a Maryland Corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said corporation; and at the same time personally appeared Paul Ottinger and made oath in due form of law that he was secretary of the meeting of the stockholders and directors of said corporation at which the dissolution of the corporation therein set forth was authorized, and that the matters and facts set forth in said Articles of Dissolution are true to the best of his knowledge, information and belief.

WITNESS my hand and notarial seal, the day and year last above written.



Joanne Snyder
Joanne Snyder, Notary Public

My Commission Expires: July 1, 1967

Hugh K. Troxell
TREASURER
OF
WASHINGTON COUNTY, MD.
Hagerstown, Maryland

November 17, 1966

RE: Dissolution - Elgin Agency, Inc.

This is to certify - That the books and records of the County Treasurer for Washington County show that all taxes levied on assessments made by the Maryland Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

Elgin Agency, Inc.

have been paid to and including the fiscal year July 1, 1966 to June 30, 1967

Witness the hand and seal of Hugh K. Troxell, County Treasurer for Washington County, this 17th day of November A.D., 1966.



Hugh K. Troxell SEAL
Treasurer for Washington Co., Md.



CITY OF HAGERSTOWN
MARYLAND

DEPARTMENT OF REVENUE & FINANCE
CITY HALL

IRVIN K. BLOOM
ACTING TAX COLL'R. & TREAS.

November 17, 1966

TO WHOM IT MAY CONCERN:

I, Irvin K. Bloom, Acting Tax Collector and Treasurer for THE CITY OF HAGERSTOWN, do hereby certify that the records of our office do not show any unpaid MUNICIPAL TAXES, interest or penalties owing by, ELGIN AGENCY, INC., as of this date.


Irvin K. Bloom
Acting Tax Collector
and Treasurer

IKB:b



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P. O. BOX 486 — PHONE COLONIAL 8-3371
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER
BERNARD F. NOSSEL
CHIEF DEPUTY

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

ELGIN AGENCY, INCORPORATED

have been paid.

WITNESS my hand and official seal this
twenty-fifth day of January A.D. 1967.

Deputy Comptroller



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the

Elgin Agency, Incorporated

were received for record on March 20, 1967, in accordance with the provisions of Sec. 77 of Art. 23 of the Code (1957 Edition).

Albert W. Ward
Director

ARTICLES OF DISSOLUTION
OF
ELGIN AGENCY, INCORPORATED

567

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 46722
JUL 17 11 38 AM '67
CLERK FOLIO
DENNIS OWENSON, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 20, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 11505

Recorded in Liber 7590, folio 187 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

SPECIAL FEE
~~Bonus tax~~ paid \$ 10.00 Recording fee paid \$ 12.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles A. Masten



Received for record July 17, 1967 at 11:38 A.M. Liber 16, Receipt
No. 46733

LEITERSBURG GRANGE #361 INCORPORATED

ARTICLES OF REVIVAL

Leitersburg Grange #361 Incorporated, a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Corporation was forfeited on November 9, 1965, for the non-payment of taxes or for failure to file an annual report with the State Department of Assessments and Taxation of Maryland, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Leitersburg Grange #361 Incorporated.

THIRD: The name by which the Corporation will hereafter be known is Leitersburg Grange #361 Incorporated.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is Route 5, Hagerstown, Washington County, Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the corporation in the State of Maryland are Lois Stouffer, Route 5, Hagerstown, Washington County, Maryland. Said resident agent is a citizen actually residing in this State.

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

(a) Paid all fees required by law;

(b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;

(c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and

(d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable by the Corporation if its charter had not been forfeited.

IN WITNESS WHEREOF, The undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on _____, 1966.

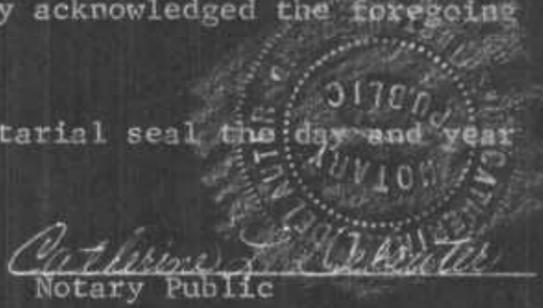
John N. Newcomer
~~Walter Talmie~~
~~Last Acting President~~
John N. Newcomer Master

Mary L. Ridenour
~~Anna Mary McCauley~~
~~Last Acting Secretary~~
Mary L. Ridenour Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this *23rd* day of *February*, A. D., 1966, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared ~~Walter Talmie~~ ^{John N. Newcomer} ~~Master~~ ^{Master}, and ~~Anna Mary McCauley~~ ^{Mary Ridenour}, the last acting Secretary of Leitersburg Grange #361 Incorporated, a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

Witness my hand and official notarial seal this *23rd* day and year last above written.



My Commission Expires: July 1, 1967.

ARTICLES OF REVIVAL

OF

LETTERSBURG GRANGE # 361 INCORPORATED

STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD RECEIPT NO. 44733
JUL 17 11 39 AM '67
LIBER _____ FOLIO _____
LAND _____
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland March 21, 1967 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 11464

Recorded in Liber 7589, folio 581 ³ one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SPECIAL FEE
~~XXXXXXXX~~ paid \$ 25.00 Recording fee paid \$10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. ...



Phone REgent 9-6080

P. O. Box 478



CONCRETE BLOCK & PRODUCTS, INC.

DUAL HIGHWAY AND ANTIETAM CREEK, HAGERSTOWN, MD.

March 30, 1967

Received for record July 17, 1967 at 11:38 A.M. Liber 16, Receipt NO. 46733

State of Maryland
State Department of Assessments
and Taxation
301 West Preston Street
Baltimore, Maryland

Re: Maryland Supreme Corporation

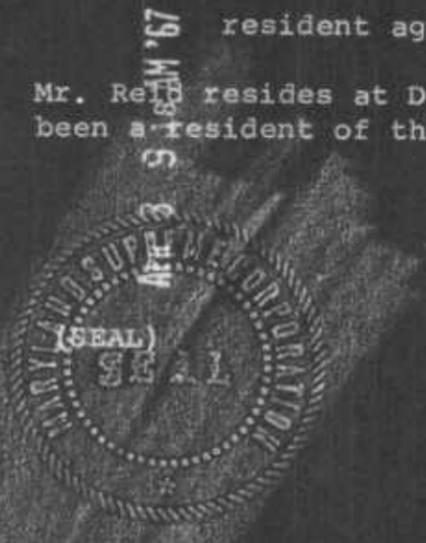
Dear Sirs:

Be herewith advised that the following resolution was adopted by the Board of Directors at their regular monthly meeting held in Hagerstown, Maryland, Monday, March 20, 1967.

RESOLVED, That the Board of Directors of the Maryland Supreme Corporation, whose principle office is Post Office Box 478, 1005 Dual Highway, Hagerstown, Maryland appoint Russell R. Reid, Jr., President, to act as resident agent for the corporation.

Mr. Reid resides at Deanewood Drive, in Hagerstown, Maryland and has been a resident of the State since March, 1966.

Louis J. Tiches, Secretary



CONCRETE BLOCKS - - - CINDER BLOCKS - - - COLONIAL SIDING BLOCKS - - - SILO BLOCKS - - - CHIMNEY BLOCKS
LINTELS - - - SILLS - - - GRAVE SLABS - - - BIRD BATHS - - - FLOWER URNS AND BOXES - - - FENCE POSTS
SPLIT-ROCK - - - SEPTIC TANKS - - - SPLASH BLOCKS - - - AND OTHER CONCRETE PRODUCTS FOR FARM AND HOME

NOTICE OF CHANGE OF PRINCIPAL OFFICE
AND CHANGE OF RESIDENT AGENT

OF

MARYLAND SUPREME CORPORATION

received for record April 3, 1967

, at 9:18 A. M.

and recorded in Liber F No. 591

Folio No. 83 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the Clerk of the Circuit Court of Washington County.

AA N^o 4590

Recording Fee Paid \$2.00

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 46233
JUL 17 11 38 AM '67
LIBER FOLIO
LARG
G. DENNIS WASHINGTON, CLERK

Received for record July 17, 1967 at 11:38 A.M. Liber 16, Receipt No. 46733

VICTOR PRODUCTS CORPORATION

Change in Name of Resident Agent

The undersigned, Secretary of Victor Products Corporation, a Maryland corporation, having its principal office at 901 Pope Avenue, Hagerstown, Maryland, does hereby certify that the following is a true and correct copy of resolutions duly adopted at a meeting of the Board of Directors of said Corporation duly called and held on February 24, 1967:

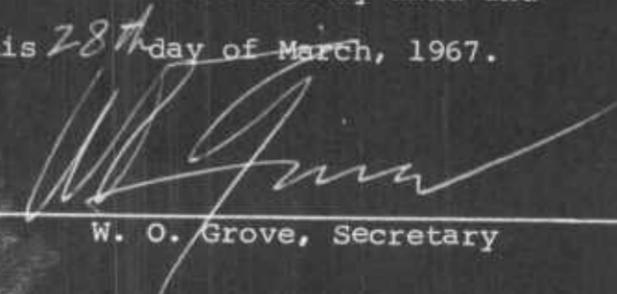
"RESOLVED: That the designation of Ralph G. Ford as Resident Agent of the Corporation be and the same is hereby terminated; and it is

"RESOLVED: That John S. Hollyday, whose post office address is 901 Pope Avenue, Hagerstown, Maryland 21740, and who is an individual actually residing in the State of Maryland, be and he is hereby designated as Resident Agent for this Corporation, and it is

"FURTHER RESOLVED: That the foregoing change of Resident Agent become effective upon the filing of a certified copy of these resolutions with the State Department of Assessments and Taxation of Maryland."

IN WITNESS WHEREOF I have hereunto set my hand and the seal of this Corporation this 28th day of March, 1967.




W. O. Grove, Secretary

574

NOTICE OF CHANGE OF RESIDENT AGENT
OF
VICTOR PRODUCTS CORPORATION

received for record March 30, 1967

and recorded in Liber F No. 591

the charter records of the State Department of Assessments and Taxation of Maryland.

To the Clerk of the Circuit Court of Washington County.

AA N^o 4587

Recording Fee Paid \$2.00

STATE OF MD. WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 4123
Folio No. 77 at 9:06 A.M. 11 30 AM '67
LIBER FOLIO
LANDS G. DENN THURSTON, CLERK

ARTICLES OF INCORPORATION
OF
TURNER'S NORTHWOOD MOTORS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Franklin R. Turner, whose post office address is 120 Edgewood Drive, Hagerstown, Maryland; Jacob Shapiro, whose post office address is 2311 Rock-cliff Drive, Hagerstown, Maryland; and William P. Kreykenbohm, whose post office address is 2144 Blue Ridge Road, Hagerstown, Maryland, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is

TURNER'S NORTHWOOD MOTORS, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, motorcycles, and other motor vehicles and any parts or accessories used in connection therewith; and the purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or

dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner per-

mitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount, or otherwise dispose of such bonds, notes, or other obligation of the Corporation for its corporate purposes.

(j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(k) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or

restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 140 West Washington Street, Hagerstown, Maryland. The resident agent of the Corporation is Franklin R. Turner, whose post office address is 120 Edgewood Drive, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten Dollars (\$10.00) each, all of which shares are of one (1) class and are designated Common Stock. The aggregate value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have three (3) directors and Franklin R. Turner, Jacob Shapiro, and William P. Kreykenbohm shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may

deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporations.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any

of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time, existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the

holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance for such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 20th day of April, A.D., 1967.

WITNESS:

Franklin R. Turner (SEAL)
Franklin R. Turner

Jacob Shapiro (SEAL)
Jacob Shapiro

Sherry J. Rice (SEAL)
William P. Kreykenbohm

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 20th day of April,
A.D., 1967, before me, the subscriber, a Notary Public of the State
of Maryland, in and for Washington County, personally appeared
Franklin R. Turner, Jacob Shapiro, and William P. Kreykenbohm, and
severally acknowledged the foregoing Articles of Incorporation
to be their act.

IN WITNESS WHEREOF, I have hereunto subscribed my name
and affixed my Official Notarial Seal the day and date last above
written.



My Commission Expires:
7/1/67

Sherrill L. Rice
Notary Public



RECEIVED
Washington County
Notary Public
Sherrill L. Rice
1200 E. Main St.
Washington, D.C. 20002

ARTICLES OF INCORPORATION

OF

TURNER'S NORTHWOOD MOTORS, INC.

STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD RECEIPT NO. 4419
JUL 21 10 55 AM '67
LIBER _____ FOLIO _____
LAND _____
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland April 21, 1967 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A: 12023

Recorded in Liber 2595, folio 10 / 201, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00.....Recording fee paid \$18.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



Received for record July 21, 1967 at 10:55 A.M. Liber 16,
Receipt No. 46939

ARTICLES OF INCORPORATION

OF

CARAC PRODUCTS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Keith W. Race, whose post office address is Route 1, Hagerstown, Maryland; ^{Kenneth J.} Mackley, whose post office address is 100 West Washington Street, Hagerstown, Maryland; and Paul E. Carlson, whose post office address is 2711 Johnson Drive, Williamsport, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called "the Corporation") is: Carac Products, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To manufacture, buy, sell, deal in, and to engage in, conduct, and carry on the business of manufacturing, buying selling, and dealing in goods, wares and merchandise of every class and description.

(b) To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer, invest, trade, or otherwise deal in real or personal property, stocks, bonds, securities, choses in action or any interest therein.

(c) To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, warehouse receipts, bonds, debentures and other negotiable and non-negotiable instruments.

(d) To conduct investigations, credit and business researches, enter into profit sharing arrangements, promote, organize or cause to be organized, any corporation, firm, or

partnership in aid of business; to finance and aid by loan, subsidy, consignment, or otherwise, any corporation, association, syndicate or entity, and to conduct or co-operate in conducting any business or enterprise and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, good will, franchises or assets by the issue, in accordance with laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(e) To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects, and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Dual Highway, Hagerstown, Maryland. The resident agent of the Corporation is Mr. Keith W. Race, whose post office address is Route 1, Hagerstown, Maryland. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: (a) The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000) shares of the par value of Ten Dollars (\$10.00) each, all of which shares are of one class and are designated common stock. The aggregate

par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

(b) The holders of the common stock of the Corporation shall be entitled to a pre-emptive right to subscribe for or purchase, in the proportions which their holdings of common stock bear to the outstanding common stock, any shares of common stock issued in addition to the number of shares authorized and issued at the time of formation of the Corporation, regardless of whether such additional shares are issued for cash or for property. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty days of receipt of notice in writing from the Corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights.

(c) Any shareholder desiring to sell any of the shares of the Corporation shall first offer said shares to the Corporation and the other shareholders in the following manner:

(1) Such shareholder shall give written notice by registered or certified mail to the secretary of the Corporation of his intention to sell such shares. Said notice shall specify the number of shares to be sold, the price per share, and the terms upon which the sale is to be made. The Corporation shall have ten days from the receipt of such notice within which to exercise its option to purchase all or any full number of the shares so offered. Such purchase may be authorized by the Board of Directors without any action by the shareholders of the Corporation.

(2) In the event that the Corporation should fail to purchase all of such shares within the said ten day period, the secretary of the Corporation shall, within five days thereafter, give written notice to each of the other shareholders of record, stating the number of shares offered for sale but not purchased by the Corporation, the price per share, and the terms

upon which the sale is being made. Such notice shall be sent by mail addressed to each shareholder at his last address as it appears on the books of the Corporation. Within ten days after the mailing of said notices, any shareholder desiring to purchase part or all of such shares shall deliver by mail or otherwise to the secretary of the Corporation a written offer for the number of shares desired by him, accompanied by the purchase price therefor with authorization to pay such purchase price against delivery of such shares.

(3) If the shareholders offer to purchase more than the total number of shares available for purchase by them, then the shareholders offering to purchase shall be entitled to purchase such proportion of said shares as the number of shares of the Corporation which he holds bears to the total number of shares held by all shareholders offering to purchase. In the event that the proportion of said shares to which any shareholder should be entitled to purchase is more than the number of shares he desires to purchase, each remaining shareholder desiring to purchase additional shares shall be entitled to purchase such proportion of the overplus as the number of shares which he holds bears to the total number of shares held by all shareholders desiring to participate.

(4) If none or only a part of the shares offered for sale is purchased by the Corporation or shareholders, or both, then the shareholder who offered the same for sale shall have thereafter the right to sell said shares not so purchased to such person or persons as he desires; provided, however, that he shall not sell such shares at a lower price or on terms more favorable to the purchaser than those specified in the written notice he gave to the Corporation.

(5) Any sale of the shares of the Corporation shall be null and void unless the provisions of this Article Fifth (c) are strictly observed and followed. However, the foregoing

restrictions on sale of stock shall not apply if a shareholder desires to, and does in fact, sell on a bona fide basis to his wife. The term "sale" shall be deemed to cover any exchange of property even though no cash is transferred in the exchange; nothing in this Section Fifth shall be a restriction on a gift to a spouse.

SIXTH: The Corporation shall have four (4) directors, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3).

Keith W. Race, Mary L. Race, Paul E. Carlson and Violet M. Carlson shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: At every meeting of the shareholders, every shareholder shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation. At each election for directors, every shareholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and shareholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation

shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors on a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereinafter be authorized by law, including any amendments

changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of term shall have been authorized by the holders of two-thirds of all such stock at the time outstanding, by vote at a meeting or in writing or without a meeting.

(e) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(f) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(g) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

(h) The Board of Directors is hereby empowered to authorize the issuance of Five Hundred (500) fully paid shares

of the par value of Ten Dollars (\$10.00) per share to Paul E. Carlson and a like number to Keith W. Race for the following consideration, the value of which is hereby stated to be not less than Ten Thousand Dollars (\$10,000.00), viz.: All right, title and interest of said two parties as co-inventors of a special handle for milk cartons, as covered by pending U. S. Patent Application No. 618582, which said interest shall be assigned by them to the corporation upon issuance to them of said shares, together with all their title and interest to all additions and improvements, whether or not patentable, discovered by them and pertaining to said handle or to any related device. Said assigned joint interests have a current total value of Ten Thousand Dollars (\$10,000.00).

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 4th day of May, 1967.

Keith W. Race (SEAL)
Keith W. Race
K. J. Mackley (SEAL)
K. J. Mackley
Paul E. Carlson (SEAL)
Paul E. Carlson

WITNESS:

Patricia L. Minnich as to Keith W. Race
Patricia L. Minnich as to ^{Kenneth} K. J. Mackley
Patricia L. Minnich as to Paul E. Carlson

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 4th day of May 1967, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Keith W. Race, K. J. Mackley and Paul E. Carlson, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

My Commission Expires:
July 1, 1967

Patricia L. Minnich
Notary Public

ARTICLES OF INCORPORATION

OF

CARAC PRODUCTS, INC.

593

STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD RECEIPT NO. 4489 JUL 21 10 55 AM '67 LIBER FOLIO LAND G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland May 18, 1967 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A: 12527

Recorded in Liber 7600, folio 174, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00 Recording fee paid \$16.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Handwritten signature of Charles W. Bailey



Received for record July 21, 1967 at 10:55 A.M. Liber 16,
Receipt No. 46939

SKYLAND CLUB INCORPORATED

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John D. Wilson, whose post office address is 2225 Bonnie Briar Drive, Hagerstown, Maryland, Richard M. Greenwald, whose post office address is 746 Mt. Vernon Drive, Hagerstown, Maryland, Melvin C. Greenwald, whose post office address is 1348 The Terrace, Hagerstown, Maryland, Daniel H. Downey, whose post office address is Route 1, Williamsport, Maryland, Joseph A. Ungvarsky, whose post office address is Route 2, Smithburg, Maryland and William C. Chatkin, whose post office address is 901 Rolling Road, Hagerstown, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation,

SECOND: The name of the corporation (which is hereinafter called the Corporation) is SKYLAND CLUB INCORPORATED.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

- a. To own or to lease from other corporations, partnerships, individuals or associations and to maintain one or more aircraft for the general use, education, transportation and instruction of the members of this club and/or their families or such persons as the Board of Directors may designate pursuant to any by-laws which may hereafter be adopted.
- b. To acquire, own, hold, sell, lease from other corporations, partnerships, individuals or associations, pledge, mortgage or otherwise encumber and dispose of any aircraft or any other property, real or personal.
- c. To encourage and promote personal flying, to collect and distribute to its members information on matters pertaining thereto, to engage in training or educational or scientific activities for the mutual improvement of its members in personal flying, and to associate and being together within the Corporation a limited number of persons having a variety of experience

knowledge and interest in personal flying for their mutual advancement in the field of aviation.

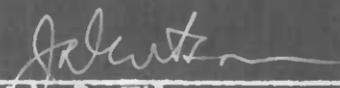
FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 746 Mt. Vernon Drive, Hagerstown, Maryland. The resident agent of the Corporation is Richard M. Greenwald, whose post office address is 746 Mt. Vernon Drive, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have six directors and John D. Wilson, Richard M. Greenwald, Melvin C. Greenwald, Daniel H. Downey, Joseph A. Ungvarsky and William C. Chatkin shall serve as such until the first annual meeting or until their successors are duly chosen and qualified.

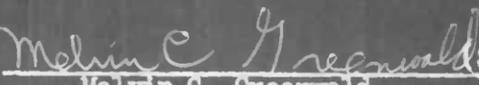
SIXTH: The Corporation shall be organized without shares of stock and shall be conducted without profit and each member thereof shall have an equal undivided interest in the Corporation. Membership in the Corporation shall be available to individual persons in accordance with the by-laws of the Corporation.

SEVENTH: The duration of the Corporation shall be perpetual.

WITNESS our hands and seals this 13th day of February, A.D., 1967.

 (SEAL)
John D. Wilson

 (SEAL)
Richard M. Greenwald

 (SEAL)
Melvin C. Greenwald

 (SEAL)
Daniel H. Downey

 (SEAL)
Joseph A. Ungvarsky

 (SEAL)
William C. Chatkin

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 15th day of February, A.D., 1967, before me the subscriber, a Notary Public, in and for the State and County Aforesaid personally appeared John D. Wilson, Richard M. Greenwald, Melvin C. Greenwald, Daniel H. Downey, Joseph A. Ungvarsky and William C. Chatkin, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and did each acknowledge the same to be his respective act and deed.

WITNESS my hand and official Notarial Seal.

Ruthanna [Signature]
Notary Public



My Commission expires: *July 1, 1967*

ARTICLES OF INCORPORATION
OF
SKYLAND CLUB INCORPORATED

STATE OF MD. COUNTY
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 4112
JUL 21 10 55 AM '67
LIBER _____ FOLIO _____
LAND _____
C. DENNIS THURSTON, CLERK

597

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 12, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A: 12443

Recorded in Liber 7599, folio 365, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles M. Ruffin



PARAMOUNT PAINT & WALL PAPER, INC.

ARTICLES OF AMENDMENT

Received for record July 21, 1967 at 10:55 A.M. Liber 16, Receipt No. 46939

Paramount Paint & Wall Paper, Inc., a Maryland corporation, having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

First: The charter of the Corporation is hereby amended by striking out Section Two of the Articles of Incorporation and inserting in lieu thereof, the following:

The name of the Corporation (which is hereinafter called the Corporation) is:

Paramount Interiors, Inc.

Second: The Board of Directors of the Corporation, at a meeting duly convened and held on April 1, 1967, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on April 10, 1967.

Third: Notice setting forth the said amendment of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon; and like notice was given to all stockholders of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment.

Fourth: The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of all the votes entitled to be cast thereon.

Fifth: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation by unanimous vote.

In witness whereof, Paramount Paint & Wall Paper, Inc. has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereunto affixed and attested by its Secretary, on April 18, 1967.

PARAMOUNT PAINT & WALL PAPER, INC.

BY Irvin S. Shank
Irvin S. Shank, President

ATTEST: Richard E. Shank
Richard E. Shank,
Secretary



STATE OF MARYLAND :
County of Washington : ss:

I HEREBY CERTIFY, that on *April 18*, 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Irvin S. Shank, President of Paramount Paint & Wall Paper, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Richard E. Shank and made oath in due form of law that he was Secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Notarial Seal the day and year last above written.

Rosalyn D. Wolford

Rosalyn D. Wolford
Notary Public
My Comm. Exp: July 1, 1967



ARTICLES OF AMENDMENT

OF

PARAMOUNT PAINT & WALL PAPER, INC.

CHANGING ITS NAME TO

PARAMOUNT INTERIORS, INC.

STATE OF MD. COUNTY WASHINGTON FOR RECORD RECEIVED FOR RECORD RECEIPT NO. 46434 JUL 21 10 55 AM '67 LIBER FOLIO LAND G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland May 4, 1967 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A: 12323

Recorded in Liber 7598, folio 275, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Handwritten signature of G. Dennis Thurston



Received for record July 21, 1967 at 10:55 A.M. Liber 16,
Receipt No. 46939

CLEARVIEW NURSING HOME, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, George F. Dunham, whose post office address is Route 3, Hagerstown, Maryland, Edwin H. Miller, whose post office address is 82 W. Washington Street, Hagerstown, Maryland, and Merle S. Elliott, whose post office address is 25 North Avenue, Hagerstown, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the "Corporation"), is: "CLEARVIEW NURSING HOME, INC."

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To buy, sell, deal in, lease, hold or improve real estate, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view to acquire, by purchase, lease, hire or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the same, and generally to hold, manage, deal with and improve the property of the company, and to sell, lease, mortgage, pledge, or otherwise dispose of the lands, tenements and hereditaments or other property of the company; to construct, erect, equip, repair and improve houses, buildings, and public or private roads; to make, enter into, perform and carry out contracts for constructing, altering, decorating, maintaining, furnishing, fitting up and improving buildings of every sort and kind; to advance money to, and enter into contracts and arrangements of all kinds with builders, property owners and others; and to carry on in all their respective branches the business of builders, contractors, decorators, dealers in stone, brick, timber,

hardware and other building materials or requisites.

(b) To acquire by purchase, lease or otherwise, the property, rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part the aforesaid businesses, or either of them, or any other business in whole or in part that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof and to pay for any property, rights, business, good will, franchises and assets so acquired in the stock, bonds, or other securities of the Corporation, or otherwise.

(c) To apply for, acquire, hold, use, sell, mortgage, license, assign or otherwise dispose of letters patent of the United States, or any foreign country, and any and all patent rights, licenses, privileges, inventions, improvements, processes and trademarks relating to or useful in connection with any business carried on by the Corporation.

(d) To acquire by construction, purchase, exchange, or other means, and thereafter to own, maintain, operate, and carry on, or to sell or otherwise dispose of nursing homes and other establishments suitable for the care and treatment of the sick and infirm.

(e) To carry on any other business in connection therewith which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them, or to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights, not contrary to the Laws of the State of Maryland, or any other State in which the Corporation carries on business. The said Corporation shall enjoy and exercise all the powers and rights conferred by statute upon the Corporation and the enumeration of the specific powers in these Articles of Incorporation are in furtherance of and not in

limitation of the general powers conferred by law.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is: Route 3, Hagerstown, Maryland. The Resident Agent of the Corporation is: George F. Dunham, whose post office address is: Route 3, Hagerstown, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have at least three (3) directors and no more than five. George F. Dunham, George A. Dunham, and Willa Jean Vaters shall act as the three directors until the first meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand(\$100,000.00) Dollars par value, divided into Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations, and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) The Board of Directors shall from time to time determine whether and to what extent, and at what time and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the Stockholders, and no stockholders shall have the right to inspect any account, book or document of the Corporation except as conferred by the Statutes of Maryland or as authorized by the Board of Directors or by a resolution of the stockholders.

(c) The Board of Directors shall have the power to mortgage the property of the Corporation from time to time without the approval of the stockholders, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(d) The Board of Directors of the Corporation is hereby empowered to authorize the issuance of Five Thousand Nine Hundred Seventy One (5,971) fully paid non-assessable shares of the par value of Ten (\$10.00) Dollars a share for the following consideration, the value of which consideration is hereby stated to be not less than Fifty Nine Thousand Seven Hundred (\$59,700.00) Dollars, namely: land and improvements located at Route 3, Hagerstown, Maryland, all equipment and furniture and fixtures located therein and a station wagon.

(e) The above granted powers to the Corporation and to the Board of Directors thereof are in furtherance of and not in limitation of the general powers conferred by law upon the directors of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 8th day of May, 1967.

WITNESS:

George F. Dunham
George F. Dunham

Edwin H. Miller
Edwin H. Miller

Oliver R. Shupp

Merle S. Elliott
Merle S. Elliott

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, That on this 8th day of May, 1967, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared George F. Dunham, Edwin H. Miller, and Merle S. Elliott, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal the day and year last above written.

My commission expires:

July 1, 1967

Oliver R. Shupp
Notary Public

ARTICLES OF INCORPORATION
OF
CLEARVIEW NURSING HOME, INC.

STATE OF MD. COUNTY
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 44824
JUL 21 10 55 AM '67
LIBER 7598 FOLIO 531
LAND CLERK
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 9, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A: 12366

Recorded in Liber 7598, folio 531, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

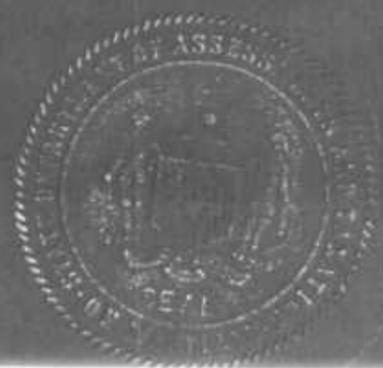
Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Burtis



ARTICLES OF INCORPORATION

OF

SALADON, INC.

Received for record July 21, 1967 at 10:55 A.M. Liber 16,
Receipt No. 46939
THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Donald Albertus Beaver, Sr., whose post office address is 2403 Dixie Drive, Hagerstown, Maryland; Sally Smith Beaver, whose post office address is 2403 Dixie Drive, Hagerstown, Maryland; and Ernest V. Wachs, whose post office address is 138 West Washington Street, Hagerstown, Maryland, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is

SALADON, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To merchandise, sell, or offer for sale, and distribute at wholesale or retail, advertise, and promote manufactured products of all kinds and descriptions.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities

or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights whether at the time owned or thereafter acquired;

and to sell, pledge, discount, or otherwise dispose of such bonds, notes, or other obligation of the Corporation for its corporate purposes.

(j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(k) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 2403 Dixie Drive, Hagerstown, Maryland. The resident agent of the Corporation is Donald Albertus Beaver, Sr., whose post office address is 2403 Dixie Drive, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten Dollars (\$10.00) each, all of which shares are of one (1) class and are designated Common Stock. The aggregate value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have three (3) directors and Donald Albertus Beaver, Sr., Sally Smith Beaver, and Ernest V. Wachs shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporations.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation

shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent

and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time, existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or

authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance for such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 20th day of April, A.D., 1967.

WITNESS:

Donald Albertus Beaver, Sr. (SEAL)
Donald Albertus Beaver, Sr.

Sally Smith Beaver (SEAL)
Sally Smith Beaver

Ernest V. Wachs (SEAL)
Ernest V. Wachs

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 27th day of April, A.D., 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Donald Albertus Beaver, Sr., Sally Smith Beaver, and Ernest V. Wachs, and severally acknowledged the foregoing Articles of Incorporation to be their act.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my Official Notarial Seal the day and date last above written.



My Commission Expires: 7/1/67

Janet L. Shryver
Notary Public



SEARCHED	INDEXED
SERIALIZED	FILED
APR 27 1967	
FBI - WASHINGTON	

158 C. M. ...
Washington County, Maryland

ARTICLES OF INCORPORATION
OF
SALADON, INC.

615

STATE OF MD. COUNTY
WASHINGTON FOR RECORD
RECEIVED NO. 4642
JUL 21 10 55 AM '67
LIBER _____ FOLIO _____
LAKD
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 28, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 12216

Recorded in Liber 7597, folio 101, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 18.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Burt



Received for record July 21, 1967 at 10:55 A. M. Liber 16,
Receipt No. 46939

BRAGUNIER MASONRY CONTRACTORS, INC.

STOCK ISSUANCE STATEMENT

Bragunier Masonry Contractors, Inc., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation) hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Corporation has authorized the issuance of One Hundred (100) fully paid and non-assessable shares of the par value of One Hundred Dollars (\$100.00) per share of the capital stock of the Corporation for the following consideration, the actual value of which as determined by the Board of Directors is not less than Ten Thousand Dollars (\$10,000.00), namely:

Motor Vehicle: One (1) 1964 Ford Pick-up Truck
Serial No. 502867

Equipment: Four (4) Cement Mixers
Two (2) Masonry Elevators
Two (2) Masonry Saws
Scaffolding Bucks (95)

SECOND: (a) At the time of authorization of the issuance of such shares of stock there were no shares of stock of any class of the Corporation outstanding and entitled to vote; and

(b) The issuance of such shares of stock on the terms above set forth was duly authorized by

the Board of Directors of the Corporation at a meeting held on April 27, 1967.

IN WITNESS WHEREOF, The Corporation has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on this 27th day of April, A.D., 1967.

BRAGUNIER MASONRY CONTRACTORS, INC.,

By Donald L. Bragunier
Donald L. Bragunier, President.



ATTEST:

Charlene M. Bragunier
Charlene M. Bragunier,
Secretary.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 27th day of April, A.D. 1967, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Donald L. Bragunier, President of Bragunier Masonry Contractors, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Stock Issuance Statement to be the corporate act of said Corporation; and at the same time personally appeared Charlene M. Bragunier and made oath in due form of law that she was Secretary of the meeting of the Board of Directors of said Corporation at which the issuance of the stock therein mentioned was finally approved, and that the matters and facts set forth in said statement are true to the best of her knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.



Pearl L. Gehl
Notary Public.

STOCK ISSUANCE STATEMENT
OF
BRAGUNIER MASONRY CONTRACTORS, INC.

STATE OF MD. COUNTY
WASHINGTON RECORD
RECEIVED FOR RECORD
RECEIPT NO. *4429*
JUL 21 10 55 AM '67
LIBER _____ FOLIO _____
LAND CLERK
C. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 1, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A: 12187

Recorded in Liber *7597*, folio *47*^{*3*}, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Brady



Received for record July 21, 1967 at 10:55 A.M. Liber 16,
Receipt No. 46939

ARTICLES OF INCORPORATION

HAGERSTOWN PLAYGROUNDS ASSOCIATION, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Mrs. C. Austin Gardner, whose post office address is 915 West Washington Street, Hagerstown, Maryland, Mr. Victor Richard Martin, whose post office address is 613 Oak Ridge Drive, Hagerstown, Maryland, Mrs. Woodford T. Norment, whose post office address is Leitersburg Pike, Route No. 5, Hagerstown, Maryland, Mr. Thomas W. Parks, whose post office address is 306 Coffman Avenue, Hagerstown, Maryland, and Mr. Kenneth Merrifield, whose post office address is 648 Sunset Avenue, Hagerstown, Maryland, each of whom are at least 21 years of age, do hereby, under and by virtue of Article 23 of the Annotated Code of Maryland and the laws of Maryland authorizing the formation of corporations, associate ourselves for the purpose and with the intent of forming a corporation.

SECOND: The name of the Corporation shall be Hagerstown Playgrounds Association, Incorporated.

THIRD: The Corporation is organized as a Non-profit Corporation dedicated exclusively to public service and social welfare work, and to operate to further the common good and general welfare of the citizens of Hagerstown and Washington County, Maryland, and in particular to operate recreational and educational programs for children of the community and including for such purposes, the making of distributions to organizations that qualify as tax exempt organizations under Section 501 (c) (3) of the U. S. Internal Revenue Code of 1954, (or the corresponding provision of any future U. S. Internal Revenue laws).

FOURTH: The post office address of the principal office of the Corporation in Maryland is 92 West Washington Street, Hagerstown, Maryland, and the resident agent for said Corporation shall be Mrs. C. Austin Gardner, 915 West Washington Street, Hagerstown, Maryland, who is a citizen of this state and actually resides in Maryland.

FIFTH: This Corporation is a nonstock Corporation and is not authorized to issue capital stock.

SIXTH: This Corporation shall be operated and governed by a Board of 14 Directors, and the following persons shall act as such Board until their

successors are duly chosen and qualify: Mrs. C. Austin Gardner, Mr. Victor Richard Martin, Mrs. Woodford T. Norment, Mr. Thomas Parks, Mr. Francis J. Connolly, Mrs. Roland Cyr, Mr. Roy Danzer, Mr. James I. Dudley, Captain Kenneth Merrifield, Mr. Elmer Poffenberger, Mr. Harold Peters, Judge Irvine H. Rutledge, Mr. H. Edwin Sealer, and Mr. Alan D. Sheaffer.

SEVENTH: No part of any receipts or earnings of the Corporation shall inure to the benefit of or be distributable to any members, directors, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and for supplies and property purchased for use of the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under Section 501 (c) (3) of the U. S. Internal Revenue Code of 1954 (or the corresponding provision of any future U. S. Internal Revenue law), or by a corporation, contributions to which are deductible under Section 170 (c) (2) of U. S. Internal Revenue law (or the corresponding provision of any future U. S. Internal Revenue Law).

EIGHTH: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets and property of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at said time qualify as an exempt organization or organizations under Section 501 (c) (3) of the U. S. Internal Revenue Code of 1954 (or the corresponding provision of any future U. S. Internal Revenue law), as the Board of Directors may determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court for Washington County Maryland, exclusively for such purposes or to such

organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

NINTH: This Corporation shall have the general powers as set forth in Article 23, Section 9 of the Annotated Code of Maryland, 1954 edition, so long as said powers are not in conflict with nor inconsistent with the above provisions in Article 7 above.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 28th day of April, 1967.

Mrs. C. Austin Gardner
Mrs. C. Austin Gardner

Victor Richard Martin
Victor Richard Martin

Mrs. Woodford T. Norment
Mrs. Woodford T. Norment

Thomas W. Parks
Thomas W. Parks

Kenneth Merrifield
Kenneth Merrifield

WITNESS: Norment

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on this 28th day of April, 1967, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Mrs. C. Austin Gardner, Victor Richard Martin, Mrs. Woodford T. Norment, Thomas W. Parks, and Kenneth Merrifield, the incorporators whose names are subscribed to the foregoing instrument and who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Franklin L. Myers
Notary Public



ARTICLES OF INCORPORATION
OF
HAGERSTOWN PLAYGROUNDS ASSOCIATION, INCORPORATED

STATE OF MD. COUNTY
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 4399
MAY 21 10 55 AM '67
LIBER FOLIO 43
LAND CLERK
CLERK OF WASHINGTON COUNTY

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 1, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A: 12186

Recorded in Liber 2597, folio 43, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..20.00.....Recording fee paid \$..10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Bortner



QUALITY TIRES INC., a Maryland Corporation, having its principal office in Washington County, Maryland, (hereinafter called the Corporation) hereby certifies to the State Department of Assessment and Taxation, that:

1. The Corporation has authorized the issuance of Two Thousand (2000) fully paid and non-assessable shares of its Common Stock of the par value of Ten Dollars (\$10.00) per share.

2. The consideration of price payable in money is Ten Dollars (\$10.00) per share or an aggregate consideration or price of Twenty Thousand Dollars (\$20,000.00).

3. (a) At the time of authorization of the issuance of such shares of stock there were no shares of stock of any class of the Corporation outstanding and entitled to vote;

(b) The issuance of said shares of stock on the terms above set forth was duly authorized by the Board of Directors of the Corporation at a meeting held on the 13th day of February, 1967.

IN WITNESS WHEREOF, Quality Tires Inc. has caused these presence to be signed in its name and on its behalf by its President, and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, on the *25th* day of *April*, A.D. 1967.

QUALITY TIRES INC.

By *Dennis B. Small*
Dennis B. Small
President

Attest as to Corporate Seal

James T. Searles
James T. Searles
Assistant Secretary



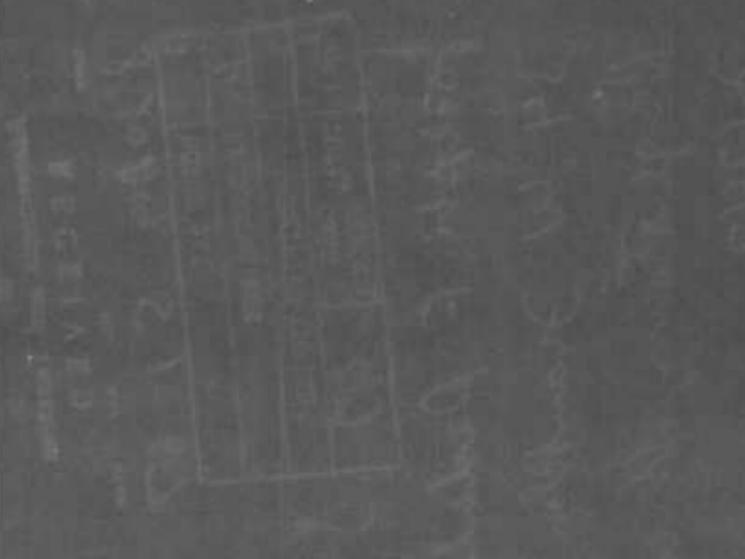
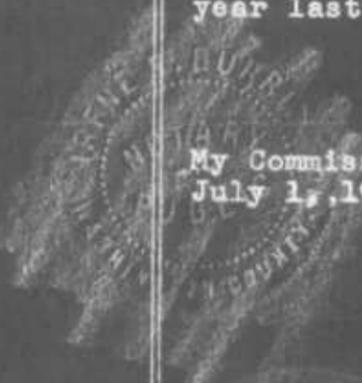
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this *29th* day of *April* A.D. 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Dennis B. Small, President of Quality Tires Inc., a Maryland Corporation, and in the name of and on behalf of said Corporation, acknowledged the foregoing Stock Issuance Statement to be corporate act of said Corporation; and he further made oath in due form of law that he was Chairman of the meeting of the Board of Directors of said Corporation at which the issuance of the Stock therein mentioned was finally approved, and that the matters and facts set forth in said statement are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal the day and year last above written.

James R. Burrie
Notary Public

My Commission Expires:
July 1, 1967



STOCK ISSUANCE STATEMENT
OF
QUALITY TIRES INC.

STATE OF MD. COUNTY
WASHINGTON FOR RECORD
RECEIVED FOR RECORD
RECEIPT NO. 44134
JUL 21 10 55 AM '67
LIBER. FOLIO.
LAND
G. BENNETT THORNTON, CLERK

625

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 1, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A. 12181

Recorded in Liber 7597, folio 21³, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Baskin



Received for record July 21, 1967 at 10:55 A.M. Liber 16,
THE PORTER CHEMICAL COMPANY Receipt No. 64939

ARTICLES OF AMENDMENT

THE PORTER CHEMICAL COMPANY, a Maryland Corporation having its principal office in Hagerstown, Maryland, hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out SECOND of the Articles of Incorporation and inserting in lieu thereof the following:

SECOND: The name of the Corporation is
THE PORTER-SPEAR COMPANY.

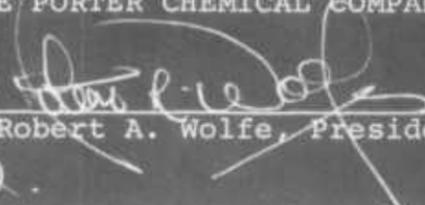
SECOND: The board of directors of the Corporation, by unanimous written consent pursuant to Section 58 of Article 23 of the Annotated Code of Maryland, duly adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter as proposed was advisable and directing that it be submitted for action thereon by the stockholders of the Corporation.

THIRD: That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of section 47 of Article 23 of the Annotated Code of Maryland, and filed with the Corporation.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the sole stockholder of the Corporation.

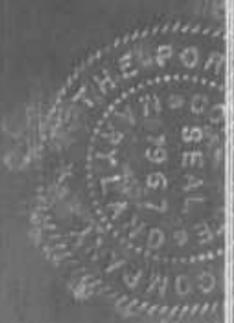
IN WITNESS WHEREOF, The Porter Chemical Company has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, on April 26, 1967.

THE PORTER CHEMICAL COMPANY

By 
Robert A. Wolfe, President

Attest:

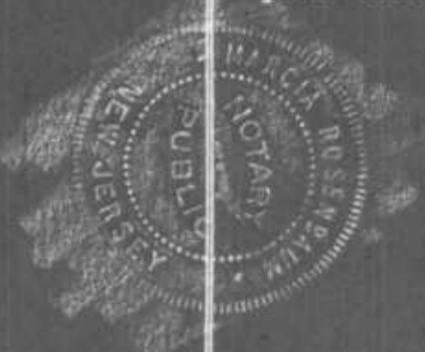
By Richard R. Schilling, Jr.
Secretary



STATE OF NEW JERSEY)
) SS.:
COUNTY OF UNION)

I HEREBY CERTIFY that on April 26, 1967, before me, the subscriber, a Notary Public of the State of New Jersey, in and for the County of Union, personally appeared Robert A. Wolfe, President of The Porter Chemical Company, a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Richard R. Schilling, Jr. and made oath in due form of law that he is secretary of the Corporation and that the matters and facts set forth in said Articles of Amendment with respect to the approval of the said amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and notarial seal or stamp, the day and year last above written.



Marcia Rosenbaum

Marcia Rosenbaum
MARCIA ROSENBAUM
NOTARY PUBLIC OF NEW JERSEY
My Commission expires Oct. 3, 1968

ARTICLES OF AMENDMENT
OF
THE PORTER CHEMICAL COMPANY
changing its name to
THE PORTER-SPEAR COMPANY

STATE OF MD. WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 4489
JUL 21 10 55 AM '67
LIBER _____ FOLIO _____
LAND _____
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 28, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A: 12154

Recorded in Liber 7596, folio 439³ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..... Recording fee paid \$ 10.00.....

To the clerk of the County Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Bridge



Received for record July 21, 1967 at 10:55 A.M. Liber 16,
Receipt No. 46939

ARTICLES OF INCORPORATION
OF
HAGERSTOWN FOOTBALL CLUB, INC.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS, BURNELL J. HIPPI, WHOSE POST OFFICE ADDRESS IS 1724 YORK ROAD, HAGERSTOWN, MARYLAND, JERRY E. NICH, WHOSE POST OFFICE ADDRESS IS 57 SOUTH POTOMAC STREET, HAGERSTOWN, MARYLAND, AND ARTHUR B. RICHARDS, JR., WHOSE POST OFFICE ADDRESS IS 61 EAST FRANKLIN STREET, HAGERSTOWN, MARYLAND, ALL BEING OF FULL LEGAL AGE DO, UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND AUTHORIZING THE FORMATION OF CORPORATIONS, ASSOCIATE OURSELVES WITH THE INTENTION OF FORMING A NON-PROFIT CORPORATION BY THE EXECUTION AND FILING OF THESE ARTICLES.

SECOND: THE NAME OF THE NON-PROFIT CORPORATION, WHICH IS HEREINAFTER CALLED THE "CORPORATION", IS

HAGERSTOWN FOOTBALL CLUB, INC.

THIRD: THE PURPOSES FOR WHICH THE SAID CORPORATION IS FORMED AND THE BUSINESS OR OBJECTS TO BE CARRIED ON AND PROMOTED BY IT ARE AS FOLLOWS:

(A) TO ORGANIZE AND MAINTAIN A MEMBERSHIP CLUB FOR THE PROMOTION OF THE PHYSICAL AND SOCIAL WELFARE OF AND FRIENDLY INTERCOURSE AMONG ITS MEMBERS AND THEIR GUESTS BY UNITING IN THE BONDS OF FRIENDSHIP MALE PERSONS INTERESTED IN THE SPORT OF FOOTBALL; TO USE ITS BEST EFFORTS TO PROMOTE AND ENCOURAGE PUBLIC INTEREST IN FOOTBALL; TO PROMOTE EXCURSIONS DURING THE FOOTBALL SEASON FOR THE MEMBERS OF THE CORPORATION; TO RAISE FUNDS BY MEMBERSHIP SUBSCRIPTION OR OTHERWISE FOR THE ENCOURAGEMENT OF EXCURSIONS AND TO GRANT COMMENSURATE RIGHTS AND PRIVILEGES TO MEMBERS AND SUBSCRIBERS.

(B) TO ACQUIRE BY PURCHASE, EXCHANGE, LEASE, HIRE, GIFT OR OTHERWISE AND TO HOLD, OWN, IMPROVE, MANAGE, SELL, MORTGAGE, PLEDGE, CONVEY, TRANSFER OR OTHERWISE DEAL IN, UTILIZE OR DISPOSE OF REAL AND PERSONAL PROPERTY OF EVERY KIND AND DESCRIPTION WHICH MAY BE APPROPRIATE, USEFUL OR NECESSARY TO THE CORPORATION FOR THE PURPOSES FOR WHICH IT IS ORGANIZED.

(C) TO PERFORM OR CONTRACT FOR THE PERFORMANCE BY OTHERS OF ANY WORK OR SERVICE DEEMED NECESSARY OR DESIRABLE IN CARRYING ON OR FURTHERING THE PURPOSES OF THE CORPORATION, AND IN THE UPKEEP, IMPROVING OR PRESENTATION OF THE CORPORATION'S PROPERTY INTERESTS.

THE CORPORATION SHALL HAVE AND EXERCISE ALL OF THE POWERS CONFERRED BY THE GENERAL LAWS OF THE STATE OF MARYLAND UPON CORPORATIONS FORMED HEREUNDER AND EXERCISE AND ENJOY ALL POWERS, RIGHTS AND PRIVILEGES GRANTED TO OR CONFERRED UPON CORPORATIONS OF THIS CHARACTER BY SAID GENERAL LAWS NOW OR HEREAFTER IN FORCE AND THE ENUMERATION OF THE AFOREGOING CERTAIN POWERS SHALL NOT BE DEEMED TO EXCLUDE ANY SUCH OTHER RIGHTS, PRIVILEGES AND POWERS.

FOURTH: THE POST OFFICE OF THE PLACE AT WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS LOCATED IS 57 SOUTH POTOMAC STREET, HAGERSTOWN, MARYLAND. THE RESIDENT AGENT OF THE CORPORATION IS BURNELL J. HIPPI, WHOSE POST OFFICE ADDRESS IS 1724 YORK ROAD, HAGERSTOWN, MARYLAND. SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND AND ACTUALLY RESIDES THEREIN.

FIFTH: THE CORPORATION SHALL HAVE THREE (3) DIRECTORS AND BURNELL J. HIPPI, JERRY E. NIGH AND ARTHUR B. RICHARDS, JR. SHALL ACT AS SUCH UNTIL THE FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFIED. THE NUMBER OF DIRECTORS MAY BE CHANGED FROM TIME TO TIME AS PROVIDED BY THE BY-LAWS OF THE CORPORATION PROVIDED THAT THE NUMBER OF DIRECTORS SHALL NEVER BE LESS THAN THREE (3).

SIXTH: THE CORPORATION SHALL HAVE NO CAPITAL STOCK AND SHALL NOT ENGAGE IN BUSINESS FOR PROFIT. THE CORPORATION MAY, IN ACCORDANCE WITH ITS BY-LAWS, RAISE FUNDS BY DUES OR ASSESSMENTS OF ITS MEMBERS.

SEVENTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION ON THE DAY OF April 26 A.D., 1967.

WITNESSES:

Fred C. Wright AS TO Burnell J. Hipp
Fred C. Wright AS TO Jerry E. Nigh
Fred C. Wright AS TO Arthur B. Richards, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 26th DAY OF April A.D., 1967, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED BURNELL J. HIPPI, JERRY E. NIGH AND ARTHUR B. RICHARDS, JR. AND SEVERALLY ACKNOWLEDGED THE AFOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

Pearl L. Gehl
 NOTARY PUBLIC



ARTICLES OF INCORPORATION
OF
HAGERSTOWN FOOTBALL CLUB, INC.

STATE OF MD. COUNTY
WASHINGTON RECEIVED FOR RECORD
RECEIPT NO. 4459
JUL 21 10 55 AM '67
LIBER _____ FOLIO _____
L. AND C. HAGERSTOWN CLERK

631

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 27, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A: 12143

Recorded in Liber 4596, folio 356 ³ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles R. Bosters



Received for record July 21, 1967 at 10:55 A.M. Liber 16,
Receipt No. 46939

ARTICLES OF INCORPORATION
OF
MASON-DIXON DEVELOPMENT CORPORATION, INC.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Ralph W. Morgan, whose post office address is Route #1, Smithsburg, Maryland, Gail T. Guyton, whose post office address is Route #1, Smithsburg, Maryland, Joyce J. Guyton, whose post office address is Route #1, Smithsburg, Maryland, and Charlotte M. Morgan, whose post office address is Route #1, Smithsburg, Maryland, each being at least twenty one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: That the name of the Corporation (which is hereinafter called the Corporation) is Mason-Dixon Development Corporation, Inc.

THIRD: That the purposes for which the Corporation is formed are as follows:

(a) To acquire by purchase or lease, or otherwise, lands and interests in lands and to own, improve, develop and manage any real estate so acquired and to erect, or cause to be erected, on any lands owned, held or occupied by the Corporation, buildings of any types or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease, or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any stores, shops, suites, rooms or parts of any buildings or other structures with their appurtenances which may be owned or held by the Corporation.

(b) To purchase, lease or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of machinery, equipment and other personal property or equipment of every kind.

(c) To purchase, lease or other^{wise}/acquire, all or any part of the property, rights, businesses, contracts, good will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate

- 2 -

of a decedent or decedents), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on and to undertake, guarantee, assume, and to pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchises or assets by the issue, in accordance with the laws of Maryland, of stocks, bonds or other securities of the Corporation or otherwise.

(d) To purchase, or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland, or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; upon a distribution of the assets or a division of the profits of this corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof among the stockholders of this Corporation.

(e) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and, in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

- 3 -

(f) To carry on any of the businesses, hereinbefore enumerated, for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance of, and not in limitation of, the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose or purposes, object or business, in any manner to limit or restrict ^{the} generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and is subject in all particulars to the limitations relative to corporations which are contained in the general laws of the State of Maryland.

FOURTH: The Post Office Address of the principal office of the Corporation in this State is Route #1, Smithsburg, Maryland. The name and Post Office Address of the resident agent of the Corporation in this State is Ralph W. Morgan, whose Post Office Address is Route #1, Smithsburg, Maryland. That the said resident agent is an individual actually residing in this State.

FIFTH: That the total number of shares of stock of all classes which the Corporation has authority to issue is Five Hundred Thousand shares (500,000), having an aggregate par value of Five Hundred Thousand Dollars (\$500,000.00) and consisting of Two Hundred and Sixty Thousand (260,000) shares of the par value of One Dollar (\$1.00) per share, of Class A Voting Common Stock, and Two Hundred and Forty Thousand (240,000) shares of the par value of One Dollar (\$1.00) per share of Class B Non-Voting Common Stock.

The preferences, limitations, qualifications, restrictions and the special or relative rights in respect to the shares of each class of stock are as follows:

(a) The holders of the shares of Class A Voting Common Stock shall be exclusively entitled to all voting rights.

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(b) The holders of Class B Non-Voting Common Stock shall not be entitled to vote.

(c) The holders of both Class A Voting Common Stock and Class B Non-Voting Common Stock shall be entitled to participate equally, share for share, in any cash dividend when declared and paid.

SIXTH: That the number of Directors of the Corporation shall be four (4) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) nor more than seven (7) and the names of the Directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, shall be: Ralph W. Morgan, Gail T. Guyton, Joyce J. Guyton, and Charlotte M. Morgan.

SEVENTH: That the following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such considerations as the said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in anyway be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interest^{ed} in, or are Directors or officers of, such other corporations; any Directors, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract

or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation and not so interested.

(c) The Board of Directors shall have the power from time to time to fix and to determine and to vary the amount of working capital of the Corporation to determine whether any, and, if any, what part, ^{of} the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of this Charter, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors of the Corporation may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, of any class, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments to its Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock of any class shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock, ^{of} whatever class, at the time outstanding by vote at a meeting or in writing with or without a meeting.

(e) The Board of Directors of the Corporation shall have the power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or re-classify any unissued shares of the stock of the Corporation, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before the issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and places of redemption of, and the conversion rights of such shares.

EIGHTH: That the duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 24th day of April, 1967.

WITNESS:

Ralph W. Morgan (SEAL)
Ralph W. Morgan

Gail T. Guyton (SEAL)
Gail T. Guyton

Joyce J. Guyton (SEAL)
Joyce J. Guyton

Charlotte M. Morgan (SEAL)
Charlotte M. Morgan

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I hereby certify that on this 24th day of April, 1967, before me, the subscriber, a Notary Public, duly commissioned and qualified, in and for the State and County aforesaid, personally appeared Ralph W. Morgan, Gail T. Guyton, Joyce J. Guyton and Charlotte M. Morgan and they did each of them acknowledge the foregoing Articles of Incorporation to be their respective act and deed.



WITNESS my hand and Notarial Seal.

Asa P. Stetson
Notary Public

ARTICLES OF INCORPORATION
OF
MASON-DIXON DEVELOPMENT CORPORATION,

STATE OF MD. COUNTY
WASHINGTON RECEIVED FOR RECORD
RECEIPT NO. 44837
JUL 21 10 55 AM '67
LIBER _____ FOLIO _____
LANDS G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 27, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 12118

Recorded in Liber 7596, folio 179⁷, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 100.00 Recording fee paid \$ 12.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



Received for record July 21, 1967 at 10:55 A.M. Liber 16,
 Receipt No. 46939

MUMMERT & CLUGSTON, INC.

STOCK ISSUANCE STATEMENT

Mummert & Clugston, Inc., a Maryland Corporation, having its principal office at Route # 56 Big Pool, Washington County, Maryland, hereby certifies to the State Department of Assessments and Taxation, that

The Corporation has authorized the issuance of 4,995 fully paid share of Common Stock of the Corporation of the par value of \$10.00 per share, the total thereof being \$ 49,950.00 as follows:

1. One Thousand Eight Hundred Sixty-five (1,865) shares of the value of \$ 18,650.00 to Guy W. Mummert,
2. Seven Hundred Ninety (790) shares of the value of \$ 7,900.00 to G. Philip Mummert,
3. Two Thousand Three Hundred Forty (2340) shares of the value of \$ 23,400.00 to Charles A. Clugston, II, the consideration therefore being all the right, title and interest of Guy W. Mummert, G. Philip Mummert and Charles A. Clugston, II, in and to the personal property as set forth in the Inventory and Statement of Assets and Liabilities dated January 2, 1967, the net value of which, as determined by the Board of Directors of said Corporation is not less than \$ 49,950.00

At the time of the authorization of the issuance of said shares of stock there were no shares of stock of any class of this Corporation outstanding and entitled to vote and the actual value of the consideration received by the Corporation as determined by the Board of Directors, is equal at least to the par value of the shares to be issued as aforesaid.

The issuance of said shares of stock as above set forth was duly authorized by the Board of Directors of the Corporation at a meeting held at its principal place of business on the 13th day of April 1967.

GEORGE G. SNYDER
 ATTORNEY-AT-LAW
 612 MD. NATIONAL
 BANK BLDG.
 HAGERSTOWN, MARYLAND

IN WITNESS WHEREOF, MUMMERT & CLUGSTON, INC., has caused these presents to be signed in its name and on its behalf by Charles A. Clugston, II, its President and its Corporate Seal to be hereunto affixed and attested by G. Philip Mummert, its Secretary, on this 13th day of April A.D. 1967.

MUMMERT & CLUGSTON, INC.

By Charles A. Clugston II
Charles A. Clugston, II
President

Attest to signature and
Corporate Seal

G. Philip Mummert
G. Philip Mummert, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 13th day of April A.D. 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Charles A. Clugston, II, President of Mummert & Clugston, Inc., a Maryland Corporation, and in the name and on the behalf of said Corporation acknowledged the foregoing Stock Issuance Statement to be the corporate act of said Corporation; and at the same time personally appeared G. Philip Mummert, and made oath in due form of law that he was the Secretary of the organization meeting of the Board of Directors of said Corporation at which time the issue of the stock therein mentioned was fully approved, and that the matters and facts set forth in said statement are true and correct to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Ruth H. Sampson
Notary Public
My Commission Expires:
July 1st 1967

GEORGE G. SNYDER
ATTORNEY AT LAW
618 MD. NATIONAL
BANK BLDG.
HAGERSTOWN, MARYLAND

STOCK ISSUANCE STATEMENT

641

OF

MUMMERT & CLUGSTON, INC.

STATE OF MD. COUNTY
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 44434
JUL 21 10 55 AM '67
LIBER _____ FOLIO _____
LAND CLERK
D. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 26, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 12105

Recorded in Liber 7596, folio 95³, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. [Signature]



Received for record July 21, 1967 at 10:55 A.M. Liber 16,
Receipt No. 46939

ARTICLES OF INCORPORATION
OF
RINEHART ORCHARDS INC.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS, D. ELDRED RINEHART, WHOSE POSTOFFICE ADDRESS IS SMITHSBURG, MARYLAND, JOHN H. RINEHART, WHOSE POSTOFFICE ADDRESS IS SMITHSBURG, MARYLAND, AND ELIZABETH V. RINEHART, WHOSE POSTOFFICE ADDRESS IS SMITHSBURG, MARYLAND, ALL BEING AT LEAST TWENTY-ONE YEARS OF AGE, DO UNDER AND BY VIRTURE OF THE GENERAL LAWS OF THE STATE OF MARYLAND AUTHORIZING THE FORMATION OF CORPORATIONS, ASSOCIATE OURSELVES WITH THE INTENTION OF FORMING A CORPORATION BY THE EXECUTION AND FILING OF THESE ARTICLES.

SECOND: THAT THE NAME OF THE CORPORATION (WHICH IS HEREINAFTER CALLED THE "CORPORATION") IS:

RINEHART ORCHARDS INC.

THIRD: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

(A) TO ENGAGE IN FARMING AND AGRICULTURAL PURSUITS.

(B) TO ACQUIRE BY PURCHASE OR OTHERWISE, OWN, HOLD, BUY, SELL, CONVEY, LEASE, MORTGAGE OR INCUMBER REAL ESTATE OR OTHER PROPERTY, PERSONAL OR MIXED.

(C) TO CARRY ON AND TRANSACT, FOR ITSELF OR FOR ACCOUNT OF OTHERS, THE BUSINESS OF GENERAL MERCHANTS, GENERAL BROKERS, GENERAL AGENTS, MANUFACTURERS, BUYERS AND SELLERS OF, DEALERS IN, IMPORTERS AND EXPORTERS OF NATURAL PRODUCTS, RAW MATERIALS, MANUFACTURED PRODUCTS AND MARKETABLE GOODS, WARES AND MERCHANDISE OF EVERY DESCRIPTION.

(D) TO PURCHASE, LEASE OR OTHERWISE ACQUIRE, ALL OR ANY PART OF THE PROPERTY, RIGHTS, BUSINESSES, CONTRACTS, GOODWILL, FRANCHISES AND ASSETS OF EVERY KIND, OF ANY CORPORATION, CO-PARTNERSHIP OR INDIVIDUAL (INCLUDING THE ESTATE OF A DECEDENT), CARRYING ON OR HAVING CARRIED ON IN WHOLE OR IN PART ANY OF THE AFORESAID BUSINESSES OR ANY OTHER BUSINESSES THAT THE CORPORATION MAY BE AUTHORIZED TO CARRY ON, AND TO UNDERTAKE, GUARANTEE, ASSUME AND PAY THE INDEBTEDNESS AND LIABILITIES THEREOF, AND TO PAY FOR ANY SUCH PROPERTY, RIGHTS, BUSINESS, CONTRACTS, GOODWILL, FRANCHISES OR ASSETS BY THE ISSUE, IN ACCORDANCE WITH THE LAWS OF MARYLAND, OF STOCK, BONDS, OR OTHER SECURITIES OF THE CORPORATION OR OTHERWISE.

(E) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(F) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony, or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(G) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities, or other evidences of indebtedness created or issued by any such other corporation or association.

(H) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

(I) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry

ON ANY OTHER BUSINESS WHICH MAY BE DEEMED BY IT TO BE CALCULATED, DIRECTLY OR INDIRECTLY, TO EFFECTUATE OR FACILITATE THE TRANSACTION OF THE AFORESAID OBJECTS OR BUSINESSES, OR ANY OF THEM, OR ANY PART THEREOF, OR TO ENHANCE THE VALUE OF ITS PROPERTY, BUSINESS OR RIGHTS.

(J) TO CARRY OUT ALL OR ANY PART OF THE AFORESAID PURPOSES, AND TO CONDUCT ITS BUSINESS IN ALL OR ANY OF ITS BRANCHES IN ANY OR ALL STATES, TERRITORIES, DISTRICTS, COLONIES AND DEPENDENCIES OF THE UNITED STATES OF AMERICA, AND IN FOREIGN COUNTRIES; AND TO MAINTAIN OFFICES AND AGENCIES, IN ANY OR ALL STATES, TERRITORIES, DISTRICTS, COLONIES AND DEPENDENCIES OF THE UNITED STATES OF AMERICA AND IN FOREIGN COUNTRIES.

THE AFOREGOING ENUMERATION OF THE PURPOSES, OBJECTS AND BUSINESS OF THE CORPORATION IS MADE IN FURTHERANCE, AND NOT IN LIMITATION OF THE POWERS CONFERRED UPON THE CORPORATION BY LAW, AND IS NOT INTENDED BY THE MENTION OF ANY PARTICULAR PURPOSE, OBJECT OR BUSINESS, IN ANY MANNER TO LIMIT OR RESTRICT THE GENERALITY OF ANY OTHER PURPOSE, OBJECT OR BUSINESS MENTIONED, OR TO LIMIT OR RESTRICT ANY OF THE POWERS OF THE CORPORATION. THE CORPORATION IS FORMED UPON THE ARTICLES, CONDITIONS AND PROVISIONS HEREIN EXPRESSED, AND SUBJECT IN ALL PARTICULARS TO THE LIMITATIONS RELATIVE TO CORPORATIONS WHICH ARE CONTAINED IN THE GENERAL LAWS OF THIS STATE.

FOURTH: THE POSTOFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE IS SMITHSBURG, MARYLAND. THE RESIDENT AGENT OF THE CORPORATION IS D. ELDRED RINEHART WHOSE POSTOFFICE ADDRESS IS SMITHSBURG, MARYLAND. SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND AND ACTUALLY RESIDES THEREIN.

FIFTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS THREE THOUSAND (3,000) SHARES OF THE PAR VALUE OF ONE HUNDRED DOLLARS (\$100.00) EACH, ALL OF WHICH SHARES ARE OF ONE CLASS AND ARE DESIGNATED COMMON STOCK. THE AGGREGATE PAR VALUE OF ALL SHARES HAVING PAR VALUE IS THREE HUNDRED THOUSAND DOLLARS (\$300,000.00).

SIXTH: THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE THREE, WHICH NUMBER MAY BE INCREASED OR DECREASED PURSUANT TO THE BY-LAWS OF THE CORPORATION, BUT SHALL NEVER BE LESS THAN THREE; AND THE NAMES OF THE DIRECTORS WHO SHALL ACT UNTIL THE FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFY ARE D. ELDRED RINEHART, JOHN H. RINEHART AND ELIZABETH V. RINEHART.

SEVENTH: THE FOLLOWING PROVISIONS ARE HEREBY ADOPTED FOR THE PURPOSE OF DEFINING, LIMITING AND REGULATING THE POWERS OF THE CORPORATION AND OF THE DIRECTORS AND STOCKHOLDERS:

(A) THE BOARD OF DIRECTORS OF THE CORPORATION IS HEREBY EMPOWERED TO AUTHORIZE THE ISSUANCE FROM TIME TO TIME OF SHARES OF ITS STOCK, FOR SUCH CONSIDERATIONS, AS SAID BOARD OF DIRECTORS MAY DEEM ADVISABLE, IRRESPECTIVE OF THE VALUE OR AMOUNT OF SUCH CONSIDERATIONS, BUT SUBJECT TO SUCH LIMITATIONS AND RESTRICTIONS, IF ANY, AS MAY BE SET FORTH IN THE BY-LAWS OF THE CORPORATION.

(B) THE BOARD OF DIRECTORS SHALL HAVE POWER, FROM TIME TO TIME, TO FIX AND DETERMINE AND TO VARY THE AMOUNT OF WORKING CAPITAL OF THE CORPORATION; TO DETERMINE WHETHER ANY, AND IF ANY, WHAT PART OF THE SURPLUS OF THE CORPORATION OR OF THE NET PROFITS ARISING FROM ITS BUSINESS SHALL BE DECLARED IN DIVIDENDS AND PAID TO THE STOCKHOLDERS SUBJECT, HOWEVER, TO THE PROVISIONS OF THE CHARTER, AND TO DIRECT AND DETERMINE THE USE AND DISPOSITION OF ANY OF SUCH SURPLUS OR NET PROFITS. THE BOARD OF DIRECTORS MAY IN ITS DISCRETION USE AND APPLY ANY SUCH SURPLUS OR NET PROFITS IN PURCHASING OR ACQUIRING ANY OF THE SHARES OF THE STOCK OF THE CORPORATION, OR ANY OF ITS BONDS OR OTHER EVIDENCES OF INDEBTEDNESS, TO SUCH EXTENT AND IN SUCH MANNER AND UPON SUCH LAWFUL TERMS AS THE BOARD OF DIRECTORS SHALL DEEM EXPEDIENT.

(C) THE CORPORATION RESERVES THE RIGHT TO MAKE FROM TIME TO TIME ANY AMENDMENTS OF ITS CHARTER WHICH MAY NOW OR HEREAFTER BE AUTHORIZED BY LAW, INCLUDING ANY AMENDMENTS CHANGING THE TERMS OF ANY CLASS OF ITS STOCK BY CLASSIFICATIONS, RE-CLASSIFICATION OR OTHERWISE, BUT NO SUCH AMENDMENT WHICH CHANGES THE TERMS OF ANY OF THE OUTSTANDING STOCK SHALL BE VALID UNLESS SUCH CHANGE OF TERMS SHALL HAVE BEEN AUTHORIZED BY THE HOLDERS OF A MAJORITY OF ALL OF SUCH STOCK AT THE TIME OUTSTANDING, BY VOTE AT A MEETING OR IN WRITING WITH OR WITHOUT A MEETING.

(D) THE BOARD OF DIRECTORS OF THE CORPORATION ARE HEREBY EMPOWERED TO AUTHORIZE THE ISSUANCE OF ONE HUNDRED SIXTY-FIVE (165) FULL PAID AND NON-ASSESSABLE SHARES OF THE PAR VALUE OF ONE HUNDRED DOLLARS (\$100.00) PER SHARE TO D. ELDRED RINEHART FOR THE FOLLOWING CONSIDERATION, NAMELY:

ALL OF THE FOLLOWING FARMS, TRACTS, OR PARCELS OF LAND TOGETHER WITH THE IMPROVEMENTS THEREON, IF ANY, DESCRIBED AS FOLLOWS:

A. THE BARKDOLL FARM

ALL OF THE FOLLOWING TWO TRACTS OF REAL ESTATE LYING AND BEING SITUATE IN WASHINGTON TOWNSHIP, FRANKLIN COUNTY, PENNSYLVANIA, AS FOLLOWS:

TRACT NO. 1: SIXTY-ONE (61) ACRES ONE HUNDRED TWENTY-TWO (122) PERCHES, NEAT MEASURE.

TRACT NO. 2: TEN (10) ACRES THIRTY-TWO (32) PERCHES OF LAND, NEAT MEASURE.

EXCEPT THAT LAND LYING ON WEST SIDE OF RINGGOLD-WAYNESBORO ROAD CONSISTING OF APPROXIMATELY THIRTEEN (13) ACRES.

ALSO ALL OF THAT TRACT OF REAL ESTATE LYING AND BEING SITUATE IN WASHINGTON COUNTY, MARYLAND, CONTAINING TWO (2) ACRES ONE HUNDRED EIGHT (108) PERCHES OF LAND, MORE OR LESS.

THE AFORESAID THREE TRACTS OF LAND BEING A PORTION OF THAT SAME PROPERTY CONVEYED TO D. ELDRED RINEHART FROM FAYE NEEDY BARKDOLL, WIDOW, BY DEED DATED FEBRUARY 25, 1955, RECORDED IN THE OFFICE FOR RECORDING OF DEEDS IN FRANKLIN COUNTY, PENNSYLVANIA, IN DEED BOOK 462 PAGE 677 AND RECORDED AMONG THE WASHINGTON COUNTY, MARYLAND LAND RECORDS IN LIBER 294 FOLIO 69.

B. THE AMBERSON FARM

ALL THE FOLLOWING DESCRIBED REAL ESTATE LYING AND BEING SITUATE IN THE TOWNSHIP OF WASHINGTON, COUNTY OF FRANKLIN, STATE OF PENNSYLVANIA, ALONG THE PUBLIC ROAD LEADING FROM PEN MAR TO MIDVALE AT A POINT A LITTLE EAST OF THE INTERSECTION OF SAID ROAD WITH GRAHAM AVENUE CONTAINING THIRTY-SIX (36) ACRES AND FORTY-SEVEN (47) SQUARE PERCHES OF LAND AND BEING THE SAME REAL ESTATE CONVEYED TO D. E. RINEHART FROM P. N. AMBERSON BY DEED DATED MARCH 30, 1937 AND RECORDED AMONG THE LAND RECORDS OF FRANKLIN COUNTY, PENNSYLVANIA AT DEED BOOK 262 FOLIO 32.

C. THE HARSHMAN FARM

ALL THAT FARM OR PARCEL OF LAND FORMERLY CONSISTING OF THREE DISTINCT PARCELS OF LAND LOCATED APPROXIMATELY ONE AND ONE-HALF MILES EAST OF THE VILLAGE OF RINGGOLD AND BEGINNING IN OR NEAR THE CENTER OF THE ZODA ROAD AND RUNNING TO THE INTERSECTION OF THE SHOCKEY ROAD AND THE ROAD LEADING TO EDMONT, CONTAINING EIGHTY-ONE AND EIGHT TENTHS (81.8) ACRES OF LAND, MORE OR LESS, EXCEPTING THOSE PARCELS CONVEYED TO THE WESTERN MARYLAND RAILROAD COMPANY RECORDED IN LIBER 175 FOLIO 547.

D. THE HOFFMAN FARM

AND PARCEL NO. 2 BEGINNING AT A FENCE POST IN THE SOUTH MARGIN OF THE HAGERSTOWN, MARYLAND-GETTYSBURG, PENNSYLVANIA ROAD, THENCE TO THE WEST MARGIN OF THE MIDVALE-SMITHSBURG ROAD CONTAINING 7.16 ACRES, MORE OR LESS.

THE AFORESAID C. & D. BEING THE SAME TWO PARCELS OF LAND WHICH WERE CONVEYED TO D. ELDRED RINEHART BY DEED FROM C. WELLES LITTLE, TRUSTEE, DATED MARCH 16, 1954 AND RECORDED AMONG THE LAND RECORDS OF WASHINGTON COUNTY, MARYLAND AT LIBER 280 FOLIO 497.

ALL THOSE THREE PARCELS OF LAND TOGETHER WITH THE IMPROVEMENTS THEREON SITUATE IN THE RINGGOLD ELECTION DISTRICT IN WASHINGTON COUNTY, MARYLAND, SITUATE AS FOLLOWS:

E. THE MONG FARM

PARCEL NO. 1: BEGINNING AT A STONE PLANTED IN THE PUBLIC ROAD LEADING FROM BLUE MOUNTAIN HOUSE TO RINGGOLD CONTAINING SIXTY-THREE (63) ACRES FIVE (5) PERCHES OF LAND, MORE OR LESS.

F. THE HOME FARM

PARCEL NO. 2: SITUATE AND LYING ALONG AND ON BOTH SIDES OF THE PUBLIC ROAD LEADING FROM WELTY'S CHURCH TO MIDVALE CONTAINING EIGHTY-NINE (89) ACRES AND FORTY-SEVEN (47) SQUARE PERCHES OF LAND, MORE OR LESS.

G. THE RINEHART FARM

PARCEL NO. 3: BEGINNING AT A POINT IN THE CENTER OF THE PUBLIC ROAD LEADING FROM RINGGOLD TO MIDVALE WHERE THE SAME IS INTERSECTED BY THE MASON-DIXON LINE AND CONTAINING TWENTY-EIGHT (28) ACRES, MORE OR LESS.

THE AFOREGOING THREE PARCELS BEING THE SAME THREE PARCELS OF LAND WHICH WERE CONVEYED TO D. ELDRED RINEHART BY DEED FROM JACOB B. BERKSON, TRUSTEE, DATED MARCH 26, 1963 AND RECORDED AMONG THE LAND RECORDS OF WASHINGTON COUNTY, MARYLAND, AT LIBER 391 FOLIO 319.

THE VALUE OF WHICH FARMS HEREINABOVE DESIGNATED AS A, B, C, D, E, F, AND G IS HEREBY STATED TO BE NOT LESS THAN SIXTEEN THOUSAND FIVE HUNDRED DOLLARS (\$16,500.00).

(E) THE BOARD OF DIRECTORS OF THE CORPORATION ARE HEREBY EMPOWERED TO AUTHORIZE THE ISSUANCE OF FORTY-TWO (42) FULL PAID AND NON-ASSESSABLE SHARES OF THE PAR VALUE OF ONE HUNDRED DOLLARS (\$100.00) PER SHARE TO D. ELDRED RINEHART AND FORTY-TWO (42) FULL PAID AND NON-ASSESSABLE SHARES OF THE PAR VALUE OF ONE HUNDRED DOLLARS (\$100.00) PER SHARE TO JOHN RINEHART, THE SAID D. ELDRED RINEHART AND JOHN

RINEHART, BEING PARTNERS TRADING UNDER THE NAME OF D. E. RINEHART AND SON FOR THE FOLLOWING CONSIDERATION:

CONSISTING OF ALL THE EQUIPMENT, MACHINERY AND OTHER TANGIBLE PERSONAL PROPERTY OWNED BY THE SAID PARTNERSHIP KNOWN AS D. E. RINEHART AND SON INCLUDING AMONG OTHER TANGIBLE PERSONAL PROPERTY THE FOLLOWING: SHREDDER, POST HOLE DIGGER, MOTOR, PACKING SHED IMPROVEMENTS, HEATER SHED, TREE TILLER, TRUCK, WASHER AND BRUSH, TRUCK BED, HITCH, FURNACE, MOWER, DISC, TRACTOR AND FORK LIFT, DISC HARROW, DUMPER, ELECTRIC FORK (USED), APPLE SORTER, CHEVROLET PICKUP TRUCK; THE VALUE OF WHICH TANGIBLE PERSONAL PROPERTY IS HEREBY STATED TO BE NOT LESS THAN THE SUM OF EIGHT THOUSAND FOUR HUNDRED DOLLARS (\$8,400.00).

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION THIS 1st DAY OF April A.D., 1967.

<u>John B. Berk</u> WITNESS	<u>D. Eldred Rinehart</u> D. ELDRÉD RINEHART
<u>Lucille E. Mowen</u> WITNESS	<u>John H. Rinehart</u> JOHN H. RINEHART
<u>Lucille E. Mowen</u> WITNESS	<u>Elizabeth V. Rinehart</u> ELIZABETH V. RINEHART

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 1st DAY OF April A.D., 1967, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED D. ELDRÉD RINEHART, JOHN H. RINEHART AND ELIZABETH V. RINEHART WHO EACH ACKNOWLEDGED THE AFOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.



Lucille E. Mowen
NOTARY PUBLIC
COMM. EXPIRES: 7/1/67

ARTICLES OF INCORPORATION
OF
RINEHART ORCHARDS INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. *4442*
JUL 21 10 55 AM '67
LIBER _____ FOLIO _____
LAWD _____
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 21, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 12069

Recorded in Liber *7595*, folio *490*^{*8*} one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ *60.00* Recording fee paid \$ *11.00*

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. Burtz



Received for record July 21, 1967 at 10:55 A.M. Liber 16,
Receipt No. 46939

COMMUNITY FINANCE SERVICE, INC.

ARTICLES OF DISSOLUTION

Community Finance Service, Inc., a Maryland corporation, having its principal office in Washington County, Maryland, hereby certifies to the State Department of Assessment and Taxation that:

1. The corporation is hereby dissolved.
2. The name of the corporation is as hereinbefore set forth, and the Post Office address of the principal office of the corporation in the State of Maryland is now, No. 10 North Jonathan Street, Hagerstown, Washington County, Maryland.
3. The name and Post Office address of the resident agent of the corporation in the State of Maryland, service of process upon whom shall bind the corporation in any action, suit or proceedings pending or hereinafter instituted or filed against the corporation for one year after dissolution and thereafter until the affairs of the corporation are wound up is, Thelma F. Lamar, 826 Woodland Way, Hagerstown, Washington County, Maryland. Said resident agent is an individual actually residing in this State.
4. The name and Post Office address of each of the Directors of the corporation are as follows:

Thelma F. Lamar
826 Woodland Way
Hagerstown, Maryland 21740

Everett D. Dye
850 Frederick Road
Hagerstown, Maryland 21740

Charles R. Troxell
871 Mulberry Avenue
Hagerstown, Maryland 21740

5. The name, title and Post Office address of each of the Officers of the corporation are as follows:

Thelma F. Lamar, Vice President and Secretary
826 Woodland Way
Hagerstown, Maryland 21740

C. Welles Little, Assistant Secretary
10 North Jonathan Street
Hagerstown, Maryland 21740

6. The majority of the entire Board of Directors, at a meeting of the Board of Directors of the Corporation duly convened and held on March 2nd, 1967, adopted a resolution declaring that dissolution is advisable and directed that the proposed dissolution be submitted for action thereon at a special meeting of the stockholders of the corporation to be held on Thursday, March 9th, 1967 at 1:30 P.M., at 10 North Jonathan Street, Hagerstown, Maryland.

7. Notice stating that a purpose of the meeting of the stockholders would be to take action upon the proposed dissolution of the corporation was given, as required by law, to all stockholders entitled to vote thereon.

8. The dissolution of the corporation as so proposed was authorized by the stockholders of the corporation at said meeting by the affirmative vote of each class of stock entitled to vote thereon.

9. The dissolution of the corporation has been duly advised by the Board of Directors of the corporation and authorized by the stockholders of the corporation in the manner and by vote required by Article 23 of the Annotated Code of Maryland, 1957 Edition.

10. The corporation has no known creditors.

11. These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes (being all collectors of taxes in the list thereof heretofore supplied to the corporation by the State Department of Assessment and Taxation of Maryland) stating in effect that all taxes made by the State Department of Assessment and Taxation and billed by and payable to such collecting authorities by the corporation have been paid including bills billed for the year in which the dissolution of the corporation is to be effected, namely: Hugh K. Troxell, Treasurer of Washington County

IN WITNESS WHEREOF, the Community Finance Service, Inc. has caused these presents to be signed in its name and on its behalf by its Vice President, and its corporate seal to be hereunto affixed and attested by its Assistant Secretary on April 14th, 1967.

COMMUNITY FINANCE SERVICE, INC.

By Thelma F. Lamar
Thelma F. Lamar, Vice President

ATTEST: C. Welles Little
C. Welles Little, Assistant Secretary

STATE OF MARYLAND, COUNTY OF WASHINGTON: to-wit:

I HEREBY CERTIFY, that on April 14th, 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Thelma F. Lamar, Vice President of Community Finance Service, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said corporation; and at the same time personally appeared C. Welles Little, attorney, and made oath in due form of law that he was assistant Secretary of the meeting of the stockholders of said corporation at which the dissolution of the corporation therein set forth was authorized, and that the matters and facts set forth in said Articles of Dissolution are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal, the day and year last above written.

Shirley Ann Neigh
Notary Public

My commission expires: July 1st, 1967

Hugh K. Troxell
TREASURER
OF
WASHINGTON COUNTY, MD.
Hagerstown, Maryland

April 14, 1967

Re: Dissolution Community Finance Service, Inc.

This is to certify- That the books and records of the County Treasurer for Washington County show that all taxes levied on assessments made by the Maryland Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

Community Finance Service, Inc.

have been paid to and including the fiscal year 1966, July 1st., 1966 to June 30th. 1967.

Witness the hand and seal of Hugh K. Troxell, County Treasurer for Washington County this 14th. day of April A.D. 1967.



Hugh K. Troxell SEAL
Treasurer for Washington County, Md.



STATE OF MARYLAND
 COMPTROLLER OF THE TREASURY
 STATE TREASURY BUILDING
 P. O. BOX 466 — PHONE COLONIAL 8-3371
 ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
 COMPTROLLER
 BERNARD F. NOSSEL
 CHIEF DEPUTY

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

COMMUNITY FINANCE SERVICE, INC.
 have been paid.

WITNESS my hand and official seal this
 nineteenth 17th day of April A.D. 1967.



H. M. Zick
 Deputy Comptroller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
 hereby gives notice that ARTICLES OF DISSOLUTION of the
COMMUNITY FINANCE SERVICE, INC.
 were received for record on, April 24, 1967,
 in accordance with the provisions of Sec. 77 of Art. 23 of the
 Code (1957 Edition).

Albert W. Ward
 Director

OF
COMMUNITY FINANCE SERVICE, INC.

STATE OF MD. COUNTY
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 46434

JUL 21 10 55 AM '67

LIBER _____ FOLIO _____
LAND _____
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 24, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A: 12063

Recorded in Liber 7595, folio 445⁶, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

SPECIAL FEE
~~None~~ paid \$10.00.....Recording fee paid \$10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles A. Bridges



Received for record July 21, 1967 at 10:55 A. M. Liber 16,
Receipt No. 46939

THE PORTER CHEMICAL COMPANY

STOCK ISSUANCE STATEMENT

The Porter Chemical Company, a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Corporation has authorized the issuance of Five Thousand (5,000) full paid and non-assessable shares without par value of Common Stock of the Corporation for the following consideration, the actual value of which, as determined by the Board of Directors, is not less than One Hundred Thousand Dollars (\$100,000.00):

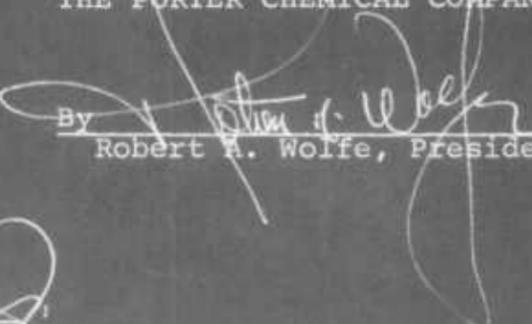
All properties and assets of Lionel Toy's Lionel-Porter Division as described in its balance sheet as of January 31, 1967, and all properties and assets, tangible or intangible, including all current inventory, equipment and tooling, relating to Lionel Toy's Spear phonographs, it being understood that the foregoing properties and assets are subject to any prior liens of Walter E. Heller & Co.

SECOND: (a) The Board of Directors of the Corporation is by the charter empowered to authorize the issuance of such shares of stock; and

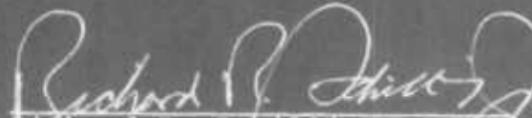
(b) The issuance of said shares of stock on the terms above set forth was duly authorized by the Board of Directors of the Corporation at a meeting held on February 2, 1967.

IN WITNESS WHEREOF, The Porter Chemical Company has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on April 3, 1967.

THE PORTER CHEMICAL COMPANY

By 
Robert A. Wolfe, President

ATTEST:

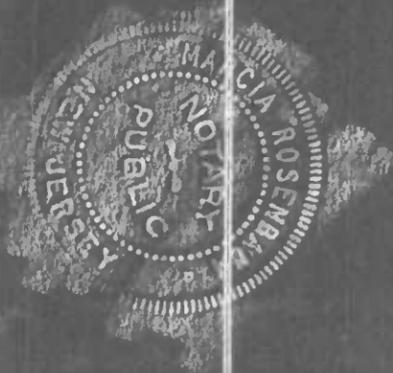

Richard R. Schilling, Jr.
Secretary



STATE OF NEW JERSEY)
) SS.:
COUNTY OF UNION)

I HEREBY CERTIFY that on April 3, 1967, before me, the subscriber, a notary public of the State of New Jersey, in and for the County of Union, personally appeared Robert A. Wolfe, President and Chairman of The Porter Chemical Company, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Stock Issuance Statement to be the corporate act of said corporation; and at the same time personally appeared Richard R. Schilling, Jr., and made oath in due form of law that he was secretary of the meeting of the board of directors of said corporation at which the issuance of the stock therein mentioned was finally approved, and that the matters and facts set forth in said Statement are true to the best of his knowledge, information and belief.

WITNESS my hand and notarial seal or stamp, the day and year last above written.



Marcia Rosenbaum

MARCIA ROSENBAUM
NOTARY PUBLIC OF NEW JERSEY
My Commission expires Oct. 2, 1968

STOCK ISSUANCE STATEMENT
OF
THE PORTER CHEMICAL COMPANY

STATE OF MD. COUNTY
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 44929
JUL 21 10 55 AM '67
LIBER _____ FOLIO _____
LAND
G. DENNIS THURSTON, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 21, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A: 12026

Recorded in Liber 2595, folio 220³, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$..10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]

